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**THE STRANGE CIRCUS OF DR. LAO**

A GEORGE PAL PRODUCTION

From the following  
writer:

Charles Beaumont

May 13, 1963

*Gene Warren*

THE CAST

- DR. LAO..... An Oriental of indeterminate age, alternately very wise and very foolish. His mysterious, contradictory nature is shown by his language, which goes from inarticulate Pidgin to the King's English, depending upon the occasion. A jolly, somewhat frightening figure.
- ED CUNNINGHAM..... Editor of The Abalone Daily Star. In his mid-thirties, moderately attractive, possessed of a sharp wit, a fighting spirit and a general feeling of loneliness.
- ANGELA BENEDICT... School teacher and town librarian. Beneath the mask of plainness, she is a vibrant -- and greatly frustrated -- young woman. Widowed mother of:
- MIKE BENEDICT..... An eight-year-old boy who dreams of joining a circus.
- SARAH BENEDICT.... Angela's mother-in-law. In her sixties, she has an understanding and an acceptance of life.
- CLINT STARK..... The self-appointed Dictator of Abalone, the town's richest and most influential citizen. Stark is a black-hearted villain, yet basically a profoundly disappointed idealist.
- TIM MITCHELL..... Ed's assistant at the newspaper. A grizzled, garrulous, bad-tempered, good-hearted old gaffer.
- CAREY )  
LUCAS ) ..... Stark's henchmen: long on muscle, short on brains.
- JAMES SARGENT..... Mayor of Abalone, middle years, a willing pawn of Stark's.

MRS. HOWARD T. CASSAN... A foolish, aging woman  
who lives on empty dreams.

LUTHER ROGERS..... An embattled victim of hen-  
peckery.

KATE ROGERS..... His wife. A shrew, a ter-  
magant, a harri-  
dan, who  
deserves everything she gets.

RAMON FRISCO..... A romantic figure of the  
old West.

GEORGE G. GEORGE..... The Navajo Indian.

MR. AND MRS. PETER RAMSEY

LEAN COWBOY

FAT COWBOY

TOOTHLESS COWBOY

THE CIRCUS TROUPE

All played by the star  
who plays Dr. Lao

MERLIN..... The great wizard himself.

APPOLONIUS OF TYANA..... A fortune teller who is  
cursed with the duty of  
telling the truth, the whole  
truth and nothing but the  
truth.

PAN..... The mythological god of joy:  
a lusty, dark-haired fellow.

THE MEDUSA..... A woman with the unfortunate  
habit of turning to stone all  
who gaze at her face.

THE "ABOMINABLE SNOWMAN" Not so identified but clearly  
the Himalayan Yeti.

A GIANT SERPENT..... A real snake in the grass.

and

5-14-63 P.C1

A CATFISH OF A SORT... Dr. Lao's pet who, under the  
right conditions, can turn  
into:

THE SEA SERPENT..... An ancient, legendary, seven-  
headed Terror of the Seven Seas.

And Other Attractions which Must be Seen to be Believed!

\* \* \*

CASTING NOTE

A most versatile star will play  
not only DR. LAO, but all of  
the characters in his circus.

## THE STRANGE CIRCUS OF DR. LAO

FADE IN:

THE WESTERN PRAIRIE - LONG SHOT - (DAY)

1

An expanse of sun-tortured land, somewhere in the Western United States: barren earth guarded by those sentinels of the desert, the Joshua trees. A figure moves forward from the distance across the lengthening afternoon shadows. It is a man astride a small mule. His shoe-tips touch the earth, trailing little plumes of dust.

Human and beast proceed at a slow and steady pace TOWARD CAMERA. The man is DOCTOR LAO, a reedy Oriental of indeterminate age. His flesh is unlined, yet it is the color of mummy dust. His upward-slanting eyes twinkle. Mystery is there, and mischief, and perhaps great wisdom. From hat to spats his clothes are dusty, raveled, patched, and at least fifty years out of style. Add: a pigtail dangling down his neck like a dark reptile.

Tied to the saddle is a small fish bowl containing what appears, at first glance, to be a catfish.

The mule (later identified as the GOLDEN ASS OF APULEIUS) is bright yellow. The MUSIC plays the THEME of Dr. Lao as they pass a large tumbleweed and stop in the f.g. at:

SIGN - MED. SHOT

2

Lettered crudely: ABALONE - Population 1372

(NOTE: The name of the town to be pronounced Ab-alone.)

A friendly, flop-eared MONGREL lying in the shade of the sign looks up, disinterestedly.

JACKRABBIT - CLOSE SHOT - (STOCK)

3

Startled, his nose stops twitching.

TURTLE - CLOSE SHOT - (STOCK)

4

Head extruding slowly, stares up at the odd visitor.



DR. LAO - CLOSE SHOT

5

His face is expressionless, inscrutable, as he gazes down at the dusty, sunbaked little community below. Slowly he takes from his vest pocket a bent, partially smoked cheroot, puts it into his mouth and feels his other pockets for a match. Not finding one, he carefully removes his tattered, tipless right glove, reaches out into the air and snaps his fingers. Instantly a flame appears between his fingertips. He lights the cheroot casually.

BACK TO JACKRABBIT - (STOCK)

6

dashing for the nearest hole into which it disappears.

BACK TO TURTLE - (STOCK)

7

His head snaps back into the shell.

BACK TO MONGREL - (OPTICAL EFFECT)

8

The huge flop-ears on the dog stand up straight and as the CAMERA RISES, he streaks lickety-split for town, YELPING, terrified. Then Dr. Lao appears riding down the long slope toward Abalone and the MAIN TITLE flashes on the screen SUPERIMPOSED:

THE STRANGE CIRCUS OF DR. LAO

The CREDIT TITLES follow. They are done in the style of a bright old circus poster. As the distant Dr. Lao enters the town, we

CUT TO:

EXT. MAIN STREET OF ABALONE - FULL SHOT - (DAY)

9

A bone-dry, colorless little western town. Sun, wind and sand have scoured the paint from the shop fronts. In the square there are: an ancient wooden church, a general store, a saloon (Harry Martinez's Bar), a livery stable, a hotel (The Grand Rest), a stage depot and a cafe (The Sunshine). A number of spavined horses dream beside their hitching rails.

The men who lounge about the sidewalks, indolent as lizards, are dressed in appropriate garb of early 1900: levis, open-necked shirts, boots, ten-gallon hats. They have a weathered, seasoned look about them, and so do the women.

9  
CONT'D  
(2)

Now, as Dr. Lao comes CLIP-CLOPPING down the street preceded by the YELPING town mutt, the people shake themselves from their dry reverie. Wooden chairs snap forward. Toothpicks are removed from mouths. Hats are tipped back.

EXT. GRAND REST HOTEL - GROUP SHOT

10

A trio of grizzled cowboys sit on the porch: one LEAN and wiry, one FAT and soft, one TOOTHLESS and old; all drowsing. The town mutt skids to a dusty stop, spins and BARKS hysterically. The Lean Cowboy pushes his hat back from his eyes.

LEAN COWBOY

Aw, pipe down, Thunder.

The mongrel does so. Then the Lean Cowboy looks off toward the approaching Dr. Lao and nudges his companions. Two more hats come up. Three jaws stop grinding tobacco as they crane their necks.

DR. LAO - THEIR P.O.V.

11

He tips his hat respectfully, smiles and rides by.

BACK TO SCENE

12

The Fat one's chair, which was delicately balanced, slips out from under him and he lands on the boards with a CRASH.

MAIN STREET - FULL SHOT

13

Dr. Lao rides on. Pedestrians, among whom are several Mexicans and a few Indians, including a young man later identified as GEORGE G. GEORGE, stop and gape.



EXT. NEWSPAPER OFFICE - FULL SHOT

14

An unattractive shop proclaimed by gold leaf lettering on the grimy window to be the home of the Abalone Daily Star - Circulation 375. Dr. Lao rides up to the plank walls, beside which is a dusty Indian motorcycle, clambers off his mount beside a battered old buckboard and, nodding once more, solemnly, to the three cowboys who have walked over, heads for the office. The Fat one looks at the fish bowl tied to the saddle.

FAT COWBOY

Say, you ever seen a catfish riding a yella jackass before?

TOOTHLESS COWBOY

Not that I kin remember.

They approach the burro for a closer inspection.

DR. LAO (excited)

No touch!

The men look up.

## AT THE DOOR - THEIR P.O.V.

15

Dr. Lao gesticulates with his hands.

DR. LAO

No touch! Him velly mean! Him Golden Ass of Apuleius...kick like mule! Go, chop-chop!

And so saying, Dr. Lao's demeanor becomes once again impassive. He throws away his spent cigar and reaches for the doorknob.

## THE COWBOYS

16

Plainly confused. Other people are wandering up to take a look.

LEAN COWBOY

Who is that, anyway?

FAT COWBOY

Dunno. Looks like a Jap.

TOOTHLESS COWBOY  
Nah, he's Chinese.

16  
CONT'D  
(2)

FAT COWBOY  
How do ya know?

TOOTHLESS COWBOY  
Pigtail.

LEAN COWBOY  
Well, whatever he is, he sure  
come to the wrong town.

INT. NEWSPAPER OFFICE - FULL SHOT

17

From the blazing afternoon, this is a plunge into darkness. The waiting area, consisting of one hard bench, is separated from the main "plant" by a battered counter and a railing. This central area is crammed with greasy printing equipment. Two second-hand flat bed presses, a number of 12" x 18" forms, type cases, a used Model #4 Linotype, several sets of galleys, quoin keys, a small proof press, type sticks, etc. The walls are lined with shelves which hold paper in all sizes and colors. Reeking cans of ink sit about on the various cabinets. In the midst of it, clad in a dirty denim printer's apron, is TIM MITCHELL, an unshaven, tobacco-chewing, wise old gaffer in his sixties. At the moment he is operating one of the presses. Dr. Lao walks up.

DR. LAO  
Excuse, please...

But his words are lost in the torrential SOUND of the engine put out by the creaky little half-horsepower motor that drives the press. The CAMERA MOVES IN, slowly.

DR. LAO (louder)  
Excuse, please! Hello! Hello!

Still no reaction. Tim is absorbed in his work. Sighing, Dr. Lao points two fingers at the CLATTERING engine and "twiddles" them. Instantly the engine COUGHS and dies.

TIM (grumbling)  
There you go again, you miserable  
piece o' junk...  
(looks up and sees Dr. Lao)  
Who're you?

DR. LAO  
Name Lao. Doctor Lao.

17  
CONT'D  
(2)

TIM  
Ain't nobody sick around here,  
Doc, 'cept that dang motor. Don't  
happen to have a remedy for it,  
do ye?

DR. LAO  
No, please, thank you.

TIM  
Well, then, I guess you and me  
can't do any business,

DR. LAO  
Wait, please. Do printing here?

Tim looks at all the printing equipment, then back  
to Lao.

TIM (dryly)  
No. We sell ladies' underwear.

DR. LAO (exploding)  
Whassa malla for you, big wise-  
guy! Allee time tell jokes, make  
fun of poor Chinese fella!

TIM  
Awright, settle down, now. It's  
too late in the day for tantrums.

DR. LAO (quieting)  
You boss-man?

TIM  
No. Boss-man's back there.

He nods toward the far corner where a man, with  
his back turned, types feverishly.

DR. LAO  
Busy?

Tim has begun to fiddle with the little engine.  
He glances up.

TIM  
You might say.

DR. LAO  
Ah! So I wait.

Whereupon Dr. Lao seats himself on the hard bench. The look on his face suggests that he is prepared to wait forever. Suddenly we hear a sharp BACK-FIRE, o.s.

17  
CONT'D  
(3)

EXT. STREET - FULL SHOT

17X1

A huge, elegant Overland pulls up BACKFIRING staccato fashion. The driver and passengers disembark and start for the newspaper office.

ENTRANCE - FULL SHOT

18

CLINT STARK walks in, flanked by his henchmen, CAREY and LUCAS. Stark manages to look pleasant and villainous at the same time. His wide grin conflicts with his dark, smoldering, spectacled eyes. He is dressed in expensive western garb. Carey and Lucas wear dusty, colorless trail clothes. They eye Dr. Lao with distaste.

STARK (affably)  
Hello, Ed.  
(to Mitchell)  
Tim.

AT THE TYPEWRITER - CLOSE SHOT

19

The typing stops. The man turns around slowly. He is ED CUNNINGHAM, a moderately attractive man in his thirties with humor and sadness mixed in his eyes. A lighted cigarette hangs from his lips.

ED (rather cold)  
What can I do for you, Mr. Stark?

BACK TO SCENE

20

STARK  
Nothing. Nothing. Just passing by, thought I'd stop in and say hello.  
(glances at Dr. Lao)  
Of course, if you have business...

DR. LAO  
Is all right. I wait.

20  
CONT'D  
(2)

STARK (lighting cigar)  
I read your editorial this morning.  
(he puffs casually)  
That was a fine piece of writing,  
boy. Real fine. You certainly  
know how to put words together.

TIM (scornfully)  
I jest bet you liked it!

STARK  
Of course I liked it. I always  
like it when a man speaks his mind.  
(to the approaching Ed)  
That part where you told all the  
people not to sell out the way  
they've been doing -- boy, that  
was brave. And where you talked  
about fear...what was it again?

He shoots a half-glance at Lucas and snaps his fingers.  
Lucas takes a paper from his hip pocket.

LUCAS (reading aloud  
with great difficulty)  
"The prices paid by Mr. Clint  
Stark for real estate and labor...  
are so pa-tently unfair as to be...  
lud-i-crous -- "

STARK  
Down about three paragraphs.

LUCAS  
Three what?

Stark snatches the paper away and shoves it at Carey.

STARK  
You read it.

CAREY  
"All dictators, past and present,  
have thrived in a climate of fear.  
Without fear they perish. People  
are afraid of Clint Stark, and so  
long as this situation exists, he  
will continue to rule Abalone."

STARK  
Great stuff!

ED  
Then I take it you agree with me.

20  
CONT'D  
(3)

STARK  
Sure I do. But the thing is,  
people are afraid of me, Ed.  
Because I own 'em lock, stock  
and barrel. They sold out a  
long time ago.

ED  
Then what are you worried about?

STARK  
You. I'm worried about you. See,  
you're a smart boy, and I just  
hate to see you wasting your time.  
Don't get me wrong. I admire a  
fighter. I especially admire a  
fighter who's got the odds against  
him. But there aren't any odds here,  
boy. And there isn't any fight.

ED  
Maybe I can stir one up.

STARK (jovially)  
Not a chance. You'll just make  
the people feel bad. Believe me,  
this town isn't worth the trouble.

ED  
Then why are you so interested in  
buying every square inch of it?

STARK  
I'm a philanthropist, boy. I like  
to help people.

21 Out

TIM - CLOSE SHOT

22

He spits a gob of tobacco juice into a battered  
spittoon.

BACK TO MED. SHOT

23

Stark frowns, then to Ed:

STARK  
But now let me ask you one. What's  
your stake in all this? How come  
you're so concerned with what  
happens to Abalone?

ED  
Abalone's my home.

23  
CONT'D  
(2)

STARK (shaking his  
head)  
That won't wash. A year ago you  
never even heard of the place.  
You're a city boy, Ed. New York.  
Chicago.  
(chuckles)  
You have another reason.

ED  
Well, I guess I can't keep any  
secrets from you, Mr. Stark.  
(confidentially)  
The real reason is...I'm a  
philanthropist, boy!  
(he puts out his  
cigarette and starts  
to leave)

STARK (takes it well)  
You want to know something? I  
think you are! I really think  
you are!  
(laughs)  
Good luck, Ed. You're on the wrong  
side, but I like your style.

ED (looking back)  
I wish I could return the compli-  
ment.

Stark shrugs and motions to his boys.

STARK  
Let's go.

The CAMERA MOVES with them as they leave the shop.

REVERSE ANGLE

24

Once more Tim Mitchell, halfway across the room, lets  
go with a big gob of tobacco juice. This time the  
spittoon TINGS resonantly. Dr. Lao rises and clears  
his throat.

DR. LAO  
Excuse, please!

ED (noticing him  
for the first time)  
I'm sorry. What can we do for you,  
Mister?



DR. LAO  
Velly small matter. I like run  
advertisement in your newspaper.  
(hands folded paper to Ed)

24  
CONT'D  
(2)

Ed exchanges a look with Tim.

DR. LAO  
Something wrong? You sick, maybe?

ED (grinning)  
No. It's just...well, you see,  
we don't get much new business  
here. It's kind of a shock.

DR. LAO  
How much?

ED (puts paper down)  
It depends. You want a column, or...

DR. LAO  
Full page. Big, big, big. Run  
two days. Start right away, chop-  
chop.

ED  
Full-page...two days...  
(swallows)  
How about...fifty dollars?

DR. LAO  
Good, good, good.

He reaches idly into a pocket and extracts a handful  
of bills.

INSERT: DR. LAO'S HANDS

25

Fumbling with currency from all nations and from  
many different periods: Confederate money, German  
marks, French francs, Chinese yen, round coins,  
square coins with center holes, and several other  
less identifiable items.

BACK TO SCENE

26

DR. LAO  
Amellican money, yes?

ED (glancing at Tim)  
We'd prefer it, if you don't mind.

DR. LAO  
No, no. Don't mind. One minute...

26  
CONT'D  
(2)

Bills fall to the floor, unheeded. Ed looks on, puzzled. Finally Dr. Lao extracts one fifty dollar note, smiles and thrusts it at Ed.

DR. LAO  
You fix?

ED  
I fix...  
(suspicious)  
...Mister...

DR. LAO  
Lao. Doctor Lao.

ED (pretending  
casualness)  
What part of China are you from,  
Doctor?

DR. LAO  
Last residence Panohai. Pee-a-  
en-oh-ha-a-aye.  
(tips his hat)  
Thank you much. Hello! Goom  
bye!

Whereupon Dr. Lao pads coolie-style to the door.

DR. LAO  
Oh-oh! Me forget!

He turns, "twiddles" his fingers at the engine. To the amazement of Ed and Tim, the engine bucks back into life, whereupon Dr. Lao leaves.

TWO SHOT

27

Tim stares at the engine.

TIM  
Well, what in Tom thunder -

Ed doesn't comment. He stares after Dr. Lao while Tim tries the "twiddling" gesture himself, without results. Then Ed unfolds the ad copy. Tim ankles over for a look.

TIM  
We ain't gonna print this stuff?!

ED (holding up the money)  
Why not? He paid for it. Besides,  
I smell a story...

Ed removes his sleeve guards, picks up his jacket and leaves.

27  
CONT'D  
(2)

DISSOLVE TO:

EXT. SCHOOL - LONG SHOT - (DAY)

28

Ed Cunningham rides his Indian 'cycle up to the steps, dismounts and rushes inside the building.

INT. SCHOOL LIBRARY - FULL SHOT

29

A young widow, MRS. ANGELA BENEDICT, sits at the Librarian's desk. She is a miracle of plainness; her hair tortured back on her head, mouse-colored dress, which covers her like an embarrassed hand; yet, despite her efforts, she cannot conceal the fact that she is an attractive, curvaceous woman.

A scattering of readers, young and old, including Luther Rogers, are variously occupied at the bookshelves and tables. A large sign reads "Silence, please." Ed enters and approaches Mrs. Benedict. She looks up and assumes a defensive posture.

ED (loudly)  
Howdy! You got anything to  
read around here?

ANGELA  
Shhh.  
(points at sign)

ED (still teasing)  
Oh, sorry.  
(leans uncomfortably  
close to her ear)  
I said --

ANGELA (interrupting)  
I heard you.

Interested and amused, Rogers ambles over as though to check out a book. He stands at a discreet distance.

ED  
Well?

ANGELA  
The section on courtesy and good  
manners is over there.

ED  
I've read those. No, what I'm  
looking for is something on China.

29  
CONT'D  
(2)

ANGELA  
When do you leave?

ED  
As soon as you marry me. I thought  
it would be nice for our honeymoon.

He tries to deliver a quick, small kiss; she eludes  
him, angrily.

ANGELA (loudly)  
Edward Cunningham, if you do that  
again --

ED (interrupting)  
Shhhhhh.  
(points to sign reading  
"Silence")  
Seriously, I want to check on a  
city called Panohai.

ANGELA (after a beat;  
gesturing)  
Third shelf from the top.

ED (staying where  
he is)  
You wouldn't want to help me, would  
you?

ANGELA  
You can find it, all right. It's  
called "History of China" by D.  
Boulger.

Ed starts off and then turns.

ED  
I don't suppose you'd like to have  
dinner with me tonight?

ANGELA  
I should think it would be clear  
by now that I don't wish to go  
out with you, Mr. Cunningham.  
Ever.

ED  
Why not? All those stories about me, they're lies. I'm not a bank robber or a cattle rustler, and I've never kicked a woman in the stomach, even once. Really.

ANGELA (suppressing small flicker of a smile)  
It's quite impossible. For one thing, I've a little boy and a mother-in-law to take care of. For another, you've only been in town a short while. I don't even know you. Please stop asking me.

ED  
Never. It isn't Mike, and it isn't your mother-in-law. It's because you're afraid.

ANGELA (somewhat scornfully)  
Of you?

ED (shakes his head)  
Of falling in love. Of being a woman.  
(smiles)  
That's what you are, you know, underneath all those widow's weeds.

Angela turns huffily away and moves to a filing rack.  
Ed walks off.

CLOSE ON ED - MOVING

30

He stops by Rogers who has been listening delightedly to the conversation.

ED  
Isn't that right, Luther?  
Stuck for an answer, Rogers chuckles obliquely.

DISSOLVE TO:

INT. BENEDICT FAMILY ROOM - FULL SHOT - (NIGHT)

31

The room is neat and clean, but its furnishings are somewhat drab, somewhat weary. It is occupied by Angela Benedict, her eight year old freckle-faced son, Mike, and her mother in law, SARAH, a slender woman with knowing eyes. MIKE is helping his mother clear the dishes from the table as Sarah settles in her rocking chair. She prepares to continue hooking a rug.

MIKE

You got any more of that pie, Gram?

Sarah starts up from the chair.

ANGELA

You sit right there. He can get it himself.

Mike starts toward the kitchen cooler.

MIKE

Ed likes apple pie, too. When are we going to invite him over?

ANGELA

Don't be disrespectful. His name is Mister Cunningham.

MIKE

Oh, come on, Mom. He said I could call him Ed.

ANGELA

And I say you can't. Now you get the pie and go finish your home work.

MIKE (sighing)

All right.

He leaves. Angela enters the bedroom, leaving the door open. We see her changing clothes in b.g. during following, revealing more femininity than one would have suspected.

SARAH (after a beat)

You're being a little hard on him, aren't you? I mean, it's not easy for a boy to grow up without a father.

ANGELA

I know.

SARAH  
You could change that, Angela.  
(no answer)  
Did you hear me?

31  
CONT'D  
(2)

ANGELA (not liking  
the conversational turn)  
Yes.

SARAH  
He's a fine man.

ANGELA (knowing  
perfectly well)  
Who is?

AT THE DOOR

32

Mike is eavesdropping.

SARAH'S VOICE  
Why, Ed Cunningham, of course!  
Looking very pleased, Mike quietly closes the door.

BACK TO SCENE

32X1

Angela reenters the family room, putting on her blouse.

ANGELA  
Oh, Sarah, do stop going on about  
that drifter.

SARAH  
He's not a drifter. He's been here  
almost a year. And whatever else  
you may think of him, you've got to  
admit he's the only man in town with  
enough spunk to stand up to that  
devil Stark.

ANGELA  
It takes more than spunk to make a  
fine man. I loved your son and no  
other man will ever take his place.  
(straightens dress)  
No, Sarah - we'll manage, just you  
and I.  
(smiles)

ANGELA (continued)  
Mike's got two mothers. That makes  
up for a lot.  
(bestowing a kiss on  
the wrinkled cheek)  
I won't be late.  
(starts to put on over-  
jacket)

32X1  
CONT'D  
(2)

SARAH  
Turn around.  
(Angela does so)  
You've got such a pretty shape...  
why do you hide it with all those  
bulky clothes?

ANGELA (a bit shocked,  
though not displeased)  
Well, honestly! Good night.  
(puts on jacket quickly)

SARAH (smiling)  
Good night, dear.

Angela leaves. Looking glum, Mike returns to the  
room. He and Sarah exchange a look that shows they  
are in league.

DISSOLVE TO:

EXT. SCHOOL - LONG SHOT - (NIGHT)

33

Thunder, his tail rotating like an eggbeater, greets  
the townspeople as they straggle in.

INT. SCHOOL LIBRARY - FULL SHOT

34

Packed to the scuppers with citizens of Abalone.  
Seated on a dais are various officials, including  
the Sheriff, MAYOR JAMES SARGENT and Stark.

GROUP SHOT

35

Stark is peering out over the crowd, looking for  
someone.



MAYOR  
I...don't think Cunningham  
is going to show up.

35  
CONT'D  
(2)

STARK  
Why not?

MAYOR (conspirator-  
ially)  
He doesn't want to lose.  
(beat)  
Who does?

STARK  
I do, Mayor Sargent. Every time  
I bet on weakness and corruption  
and fallibility, I want to lose...  
but I always win.

LUCAS (steps up to  
Stark)  
Hey, boss.  
(pointing)

THE LIBRARY - THEIR P.O.V.

36

Ed Cunningham and George G. George, the Navajo  
Indian, enter the library. Angela and others  
crane their necks.

BACK TO SCENE - MOVING SHOT

37

Receiving a nod from Stark the Mayor walks to the  
podium and BANGS his gavel.

MAYOR  
Meeting will now come to order!  
Folks, your attention, please!  
(crowd quiets down)  
Now a few words from someone who  
don't need any introduction...the  
man who's done more for this town  
than anybody else...Mister Clinton  
Stark!

Stark's boys start APPLAUDING vigorously. The  
people echo listlessly as Stark snuffs out his  
barely smoked cigar and steps to the podium.

## STARK

Good evening, ladies and gentlemen, fellow citizens of Abalone... I know you're all tired of waiting, so I'll cut the fancy talk and come right to the point. Abalone is dying of thirst.

37  
CONT'D  
(2)

## TWO SHOT

38

Ed and George G. George, listening.

## STARK'S VOICE

You all know that we get our water from a point sixteen miles away, through an underground pipe...

## CROWD REACTIONS

39-41

Angela Benedict, Tim Mitchell, MR. AND MRS. PETER RAMSEY, a chubby couple, and RAMON FRISCO, a handsome, silver haired Latin of the old West.

## STARK'S VOICE

... Well, that pipe is worn out. It's crumbling. According to the top engineers in the state, it's got maybe another six months left... then it's finished.

## BACK TO STARK

42

## STARK

So looking at it realistically, you all would seem to have two choices...either repair the pipe or let it rot.

## EXT. SCHOOL - FULL SHOT

43

Dr. Lao dismounts from his yellow mule and goes to the window.

## STARK'S VOICE

If you repair it, you'll be out two hundred and thirty thousand dollars ...and what'll you get for your money? I'll tell you that, too. You'll get nothing. Because that's what Abalone is.

Meanwhile, the CAMERA has MOVED IN CLOSE on Dr. Lao, smoking his cheroot and smiling mysteriously.

43  
CONT'D  
(2)

BACK TO STARK

44

STARK

Nothing. Zero. Is that what you want? To go on the rest of your lives as bored as you've always been. Of course not! But you don't want to die of thirst, either. You can't afford to lose your possessions... so...

(a beat)

I've got an alternate choice for you.

(eyes blazing)

Sell what you've got and move away. Leave Abalone to the buzzards. Folks, I'm willing to buy this town from you...

AT THE DOOR - MOVING SHOT

45

Dr. Lao drifts inside, grinning and tipping his hat. He takes a seat in the back beside MRS. HOWARD T. CASSAN, a silly, overdressed woman well along the downhill curve of life. Offended, she gets up and walks away to take another seat. During this:

STARK'S VOICE

...every house, every building, every single nail...and pay a fair price, to boot!

BACK TO STARK

46

STARK

You don't have to go head over heels into debt to raise that two hundred and thirty thousand, and you don't have to lose everything you've got either.

THE CROWD

47

There is a MURMUR of indecision.

AT THE ROSTRUM - MED. SHOT

48

The Mayor steps to the podium and Stark returns to his chair. There is no applause, except from his stooges. The Mayor coughs.

MAYOR

I...I think you'll all agree that Mr. Stark's offer is more than generous. I suggest, therefore, that we take a vote, to see...

ED'S VOICE

Just a minute!

GROUP SHOT

49

From amidst the crowd, Ed stands up.

ED

I have a few things I'd like to say - if Mr. Stark doesn't mind.

CLOSE ON STARK

50

A trace of a smile on his face.

STARK

Not in the least, Mr. Cunningham... after all, this is a free country, eh?

CUNNINGHAM - MED. SHOT

51

The CAMERA starts to MOVE IN CLOSE on him.

ED

It's good someone remembers that.  
(to the citizens)

I've been kicking around for quite a while since the war...looking for a place to set down roots. When I got to Abalone, I knew I'd found what I was looking for. I haven't been here long, but it's home to me...and I believe in fighting for your home when it's threatened.

(pause)

(Continued)

ED (continued)

51  
CONT'D  
(2)

Mr. Stark wants us to sell him our home...because it's going to be an effort to keep it. And even if we do make the effort, he says, Abalone is nothing. Zero. Well, I say he's wrong! I say any place where people live and work together is something ...something very important.

BACK TO STARK

52

Wishing he could believe in the things Ed believes in.

BACK TO GROUP SHOT

53

ED

One more thing. Just outside of our town, there's another, with even less of Stark's kind of 'future'. There's one of its citizens. Would you please stand up, George?

The Indian rises.

ED

This is George G. George. Most of you know him. He's a Navajo Indian. His forefathers were here before the white man ever heard of America.

CLOSE ON ED

54

ED

Now what will happen to his family, and his friends, without our town to help them?

ANOTHER GROUP SHOT

55

After a disturbing MURMUR, Angela rises.

ANGELA

I'd like to say something.

AT THE DAIS - MED. SHOT

56

The Mayor looks at Stark, who nods imperceptibly.

MAYOR

All right, Mrs. Benedict.

BACK TO ANGELA

57

ANGELA

If Abalone is as worthless as Mr. Stark says, I'd like to know why he is so anxious to buy it.

A general MURMUR of approval.

BACK TO DAIS

58

STARK

That's a fair question. I'm a businessman. You're a teacher and librarian. As such, you can take a dull boy and make him into a smart boy. That is, in a manner of speaking, you can turn a profit. It's the same with me. As a businessman, I feel I can do this without taking a loss. It's as simple as that.

ANOTHER ANGLE

58X1

MRS. CASSAN (to Angela)

You should be ashamed of yourself for doubting Mr. Stark's integrity, Angela.

(with a friendly nod  
Stark acknowledges the  
compliment)

RAMSEY

Mr. Stark, how long do we have before we have to give you our answer?

BACK TO DAIS

58X2

STARK

Well, frankly, I'd hoped to settle the matter tonight...but..if you want time to think it over...let's say within a couple of days.

MAYOR (to Stark)

Thank you, Mr. Stark. We owe you a vote of gratitude for being so fair with us.

(to crowd)

Don't you agree, folks?

There is a mild reaction. He COUGHS nervously, then BANGS the gavel once.

MAYOR

The meeting is adjourned until nine-thirty, Friday night.

GROUP SHOT

59

The people disperse, slowly. Carey and Lucas leave together. Angela pauses, turns and sees Ed talking to a group, then walks out. Dr. Lao tips his hat as she passes him in the b.g.

ED (to the Indian)

Thanks for coming, George.

Stark walks up. George moves away, as do the others.

STARK (shaking his head)

Not a chance, Ed. They're sentimental, but that doesn't make them any stronger.

ED

That's what you want to think.

STARK

I know you're going to have a hard time believing this, but...I was like you, once, a long time ago. I believed in the same things. Dignity of man. Decency. Humanity. But I was lucky. I found out the truth early, boy.

ED

And what is the truth, Stark?

STARK

It's really very simple. There is no such thing as the dignity of man. 'Man' is a base, pathetic, vulgar animal. Goodnight, Ed.

59  
CONT'D  
(2)

Stark walks out. Dr. Lao watches from a distance with an inscrutable smile.

EXT. TOWN - FULL SHOT

60

The Navajo walks down a dark, deserted street. As he turns a corner, Stark's two men step from the shadows, blocking his way.

CAREY

Hold it, Injun.

(George stops)

You keepin' the wrong company, boy. You know that? It ain't good to be seen with a man like that Cunningham. He's bad medicine. Savvy?

George is silent. He glares at the men with ancient hate.

CAREY

Cat got your tongue, boy?

LUCAS

I b'lieve that's what's happened. Cat's got his tongue. Haw! Haw!

The men LAUGH loudly. George pulls away and starts off.

CAREY

Who told you you could go?

LUCAS

He's a sassy one, ain't he?

CAREY

You know what my daddy always used to say? He always used to say, the only good Injun is a dead Injun. What do you think of that, boy?

(suddenly yelling)

Talk, ya mis'erable redskin!

Carey throws a punch to George's chin. The Indian is rocked but his manner is obdurate. He hardly flinches from the blow. Irritated, Carey delivers



another, harder one to the chin, with the same lack of reaction, following this with a number of fast ones to the stomach.

60  
CONT'D  
(2)

CUT TO:

DR. LAO - CLOSE SHOT

61

Rounds the corner and comes to a halt. Quickly he makes the "twiddling" motion with his fingers.

BACK TO SCENE

62

Carey, in the midst of the "final" punch, freezes. Lucas gets scared and tries to run.

DR. LAO - CLOSE SHOT

63

"Twiddles" his fingers again.

BACK TO SCENE

64

Lucas freezes. Both men are poised like terrified statues. Dr. Lao approaches and tips his hat to George. Then he walks up to Carey.

DR. LAO (in thick Western  
lingo)  
Lemme tell ya somethin', podnuh...  
this here street ain't big enough  
fer the two of us!

He slaps Carey's face, then blows cigar smoke into his face. The big man topples to the ground. Dr. Lao approaches Lucas, whose jaw twitches as though he is trying to speak.

DR. LAO (slapping him)  
Smile when ya say that, ya mizzuble,  
horny-toad hombre!

He blows another puff of smoke into Lucas' face, and he, too, topples. Then, arm in arm with George, he starts to leave. In the f.g. the Doctor hesitates as if remembering something and looks back. Once again he "twiddles" his fingers, whereupon they hastily depart. Carey and Lucas slowly come to. Sitting in the dust, they look dazedly at each other.

DISSOLVE TO:

EXT. ABALONE - LONG SHOT - (MORNING)

65

Mike is slicing through the dust on his bicycle. A heavy cloth bag hangs on the left side, his school books are tied behind the seat.

MIKE (yelling)  
Read all about it! Read all about  
it! Circus comin' to town! Etc.

Adding to the excitement is the BARKING of the town mutt, Thunder, chasing the bike. Undisturbed by this Mike dips into the bag, extracts a rolled paper and hurls it -- with unerring lack of aim. He continues down the street, peppering the other homes with his morning delivery. The papers land in the yard, on the roof, and almost every other conceivable place -- except the front porch.

EXT. RAMSEY HOME - FULL SHOT

66

Portly Peter Ramsey, with suspenders dangling, pads out GRUNTING to meet the morning. He turns his back to the street and bends down to pick up the milk by the door. At this moment, Mike lets fly with a rolled-up paper. It darts with arrow-like precision for Ramsey's prodigious behind, strikes and flies apart.

MIKE'S VOICE (calling)  
'Morning, Mr. Ramsey!

RAMSEY (rising)  
Why don't'cha aim, boy?

MIKE - RAMSEY'S P.O.V.

67

Pedaling by happily.

MIKE  
I do!

MR. RAMSEY - MED. SHOT

68

He gathers the paper and tries to put it into some kind of order. Then, as he regards a page, he breaks into a wide grin.

RAMSEY

Hey, Bunny, look at this.

68  
CONT'D  
(2)Plump Mrs. Ramsey partially appears in the doorway.  
She is in her chemise.

MRS. RAMSEY (whispering)

You know I can't come out like this.

RAMSEY (he steps to her)

Says here a circus is comin' to town.

MRS. RAMSEY

To Abalone?

RAMSEY

That's what it says.

INSERT: CIRCUS AD

69

The text is richly illustrated in circus tradition:

THE CIRCUS OF DR. LAO  
The Greatest Show on Earth  
(or any other planet)

!!!Dark Mysteries!!!

MEDUSAPAN  
The God of JoyMERLIN  
The MagicianAPPOLONIUS  
of TyanaMust Be Seen To Be Believed!!!THE SNOWMAN  
Directly From the HimalayasStupendous! Colossal! Brobdingnagian!COME ONE, COME ALL!TONITE!

Admission: 15 cents

MRS. RAMSEY'S VOICE  
I don't believe it. Hasn't ever  
been a circus here.

69  
CONT'D  
(2)

CUT TO:

EXT. LINE OF HOUSES - FULL SHOT

70

Mike pedals furiously down the street. The papers leave his hand like unguided missiles.

MIKE (yelling)  
Read all about it! Circus comin'  
to town!

AUTOMOBILE - FULL SHOT

71

One newspaper skids underneath a parked Ford while another hurtles into a cactus plant beyond. The handsome Ramon Frisco, dressed for the day, and Mayor Sargent, wearing a nightcape and robe over his nightshirt, appear to retrieve their papers. Moving somnambulistically, the Mayor tries to fish his from beneath the car while Frisco attempts to extricate his from the prickly cactus.

MRS. CASSAN'S YARD - MED. SHOT

72

Mrs. Cassan is attired in a kimono, its profusion of colors capable of putting a rainbow to shame. Flirty and giddy, she bounces out into the morning.

MRS. CASSAN (approaching  
her newspaper)  
Yoo-hoo, Mr. Frisco! Good morning!

CLOSE ON FRISCO

73

having a devilish time extracting his newspaper from the cactus. Obligated to turn, he pricks his finger.

FRISCO  
Good morning, Mrs. Cassan.

He sucks his finger, and hurries back into the house.

CLOSE ON MRS. CASSAN

74

turning.

MRS. CASSAN (saccharine  
sweet)  
And how's our esteemed Mayor this  
morning?

CLOSE ON MAYOR SARGENT

75

Clambering out from beneath the automobile, he  
frowns, then forces a smile.

MAYOR  
Fine, thank you. Just fine,  
Mrs. Cassan.

Then, holding the oily newspaper gingerly he,  
too, takes off for the sanctuary of his house.

BACK TO MRS. CASSAN

76

She shrugs, picks up her paper and starts toward  
her house, HUMMING gaily.

CUT TO:

INT. ROGERS KITCHEN - MED. SHOT - (MORNING)

77

Luther Rogers, a slight, obviously henpecked man,  
fully dressed, and his harridan wife, KATE, in  
wrapper, are sipping coffee. Just as she gets  
her cup to her mouth, there is a loud THUMP at  
the door and the coffee spills over her.

MRS. ROGERS (like a  
stuck pig)  
Oh..! That young hoodlum!

Mr. Rogers jumps up and with his napkin tries to  
blot her robe.

MR. ROGERS  
It's just the Daily Star, dear.

MRS. ROGERS  
 Don't mess me up, stupid. Go  
 get the paper!  
 (he obeys)  
 Somebody ought to arrest that  
 rapscaillon...He's just like  
 that no-good Cunningham. A  
 trouble maker.

77  
 CONT'D  
 (2)

Meanwhile, Mr. Rogers has returned with the paper.

MRS. ROGERS  
 Give it here.

He hands it over, then returns to his chair.  
 She turns a page and spots Dr. Lao's ad.

MRS. ROGERS (snorting)  
 What in the world's a Medusa?

MR. ROGERS (meekly)  
 Why, a Medusa, dear heart, is a myth-  
 ological creature...with snakes on  
 her head instead of hair...  
 (timidly he turns away)  
 And if you look at her face...  
 you turn to stone and...

His voice trails off as he risks a glance.

CLOSE ON MRS. KATE ROGERS

78

looking very much like the Medusa herself, with her  
 snake-like hair-curler rags and clock-stopping face.

MRS. ROGERS  
 Oh, shut up, Luther. That's  
 ridiculous!

MUSIC SEGUES into next SHOT.

CUT TO:

EXT. CIRCUS GROUNDS - LONG SHOT - (DAY)

79

Dr. Lao's circus is "up". The MUSIC culminates in  
 a mysterious chord. A large field between the edge  
 of town and the bank of the long dry Bravo River is  
 occupied by an oddly shaped tent. Despite the large  
 banner proclaiming "THE CIRCUS OF DR. LAO", it does  
 not look like much of a circus. For one thing, the  
 tent is black, instead of gray or white, and looks  
 more like a crooked, conical hat. A lonely, reddish  
 figure works nearby.

## CLOSER SHOT

80

The huge bearlike creature, later to be known as the "ABOMINABLE SNOWMAN" (played by the star), is engaged in HAMMERING the last stake into the ground. Suddenly he looks up and sees:

## TOWARD TOWN - HIS P.O.V.

81

A motorcycle is approaching.

## BACK TO SCENE

82

He puts on his shako and, dragging his sledge hammer, rushes behind the tent just as the motorcycle comes to a halt in the b.g.

ED (calling)

Wait. I want to talk to you.

He gets off his motorcycle, starts after the creature, then changes his mind.

## ED - MOVING SHOT

83

He walks to the tent looking for an opening. Apparently it has none.

ED (loudly)

Anybody around here?

There is no answer. Ed examines further the seemingly impenetrable tent. As he does so, someone calls in Shakespearean tones:

A VOICE

Edward Cunningham, Esquire, Editor-in-Chief of the Abalone Daily Star  
- how do you do?

Ed looks around. No speaker is visible.

ED

Who's talking? Where are you?

A VOICE

Here, there, everywhere.

A curious-looking figure steps out of the tent, as a flap opens and closes quickly. He wears a sorcerer's cloak and hat of the thirteenth century. Ed turns around and discovers MERLIN, the Magician, regal, ancient, white bearded. (He is played by the star.)

MERLIN (eagerly)

Are you going to write about me in your newspaper?

ED

If you give me anything worth writing about.

MERLIN (looking around)

As a rule Doctor Lao does not approve of our speaking for publication.

(then, dramatically)

But I see no harm in telling you that I was born in the year 1215, and that I am the greatest magician the world has ever known.

ED (teasing)

Funny I never heard of you.

MERLIN

Aah, but you have heard of me. Indeed. The name is Merlin. Merlin the Magician. From his Majesty King Arthur's Court!

ED

Of course. And that big ape I saw hammering the stakes is from the Himalayas!

MERLIN

Precisely. Abominable, isn't he?

ED

What about this Doctor Lao? Where's he from?

MERLIN (confidentially)

China. But you needn't bother about him. No talent there. He is strictly an executive type. Pray do not quote me.

ED

I wouldn't dream of it. But tell me -- just what does he do?



MERLIN (looking  
around nervously)  
Frightfully sorry. I have said much  
too much already.

(then brightening)  
Do let me show you a small sample  
of my craft. May I have the note-  
book in your pocket?

(hesitantly Ed extracts  
a notebook from his  
pocket and hands it to  
Merlin, who tears out  
some pages)

Now tell me what you most desire,  
Mister Cunningham -- no, no, stupid  
of me. Mortals have but one basic  
desire.

(hands over the torn  
pages to Ed)

Kindly hold these in your hands.  
Close your eyes and say the magic  
word.

ED

What is the magic word?

MERLIN

Money, of course. Say it.

ED (smiling)

Money.

MERLIN

Open your hand.

Ed finds that he is holding ten twenty-dollar bills.

MERLIN (elated)

It worked!

(then haughty)

A small sum. But I tire easily.  
Magic is extremely exhausting,  
you know.

ED (smile turning cold)

No, thanks.

MERLIN

I beg pardon.

ED

I said, no thanks. I came here for  
a story, and not for a bribe.

VOICE OF DR. LAO  
Merlin! Merlin!

83  
CONT'D  
(4)

MERLIN (excitedly)  
Oh dear! Oh dear! Now I'm  
really in trouble.

The old man quickly returns to the tent. Instantly  
Dr. Lao appears, coming from behind the tent.

DR. LAO  
Ah! Mister Cunningham. How  
may we serve you?

ED  
By giving this money back to  
the old boy.  
(holds out his hand)

DR. LAO  
What money, Mister Cunningham?

Ed looks down.

84 OUT

INSERT: ED'S HANDS

84X1

clutching not money but, instead, a handful of note-  
book pages.

BACK TO SCENE

85

ED (reacting; sudden  
flair of anger)  
Now come on -- what kind of Oriental  
hocus-pocus is going on around here,  
Doc? A circus with no wagons, no cages,  
no animals -- crazy old magician --  
what's it all about?

DR. LAO  
About ready.  
(smiles)  
I admit our circus is different.  
But that is what I promised in  
the advertisement.

ED  
I'm not interested in promises.  
I'm interested in the real story.  
And don't tell me about Panohei.  
I looked it up.

Dr. Lao's eyebrows rise.

85  
CONT'D  
(2)

ED

Panohai went out of existence  
thousands of years ago. - The  
real story.

DR. LAO

Ah, but neither you nor your  
readers would believe the real  
story.

(his smile deepens -  
his friendliness  
envelops Ed)

Forgive me, Mister Cunningham, but  
you worry altogether too much. You  
worry about how I brought my circus  
to Abalone without wagons. You  
worry about the future of your town,  
or if the sun will shine a year from  
today. The answers to such matters  
remain posed behind a curtain. Then  
Time says "presto", and out they  
come. Tomorrow night I promise you,  
"presto", the strangest story you  
have ever known. Now, Mister Cunn-  
ingham, you really think this garrulous  
intruder -

(he bows slightly)  
could be a swindler...an assassin,  
perhaps. A charlatan, plotting some  
curious disaster for your town. Such  
characters exist, but they are secre-  
tive rather than mysterious. I, sir,  
am a major mystery.

ED (smiling, mellowed,  
fascinated)

You're a convincing talker...  
about very unconvincing things.

DR. LAO

Whatever men do not understand they  
find unconvincing. But please do  
not believe I am dangerous simply  
because I am unfamiliar. I ask you  
to believe in me.

ED

As what?

DR. LAO

As a friend of yours, of your town,  
and of all human beings.

ED (disarmed)  
Quite a spiel, Doc.

85  
CONT'D  
(3)

DR. LAO  
Thank you.

ED (grinning)  
Well, Doctor, I'm leaving in a  
cloud of befuddlement - with nothing  
to go on except a hunch that you're  
a nice guy.

DR. LAO (smiling)  
Good afternoon, Mister Cunningham.

Ed nods and walks toward his motorcycle. Tries to  
start it, without success.

86 OUT

AT THE MOTORCYCLE - MED. SHOT

86X1

He continues his efforts to bring life to the  
machine. It COUGHS, SNORTS, dies. A thought  
hits him. He looks up.

ED  
How come you speak perfect  
English all of a sudden?

DR. LAO - MED. SHOT

87

DR. LAO (smiles and  
shrugs his shoulders)  
Oh, it comes and goes -- just  
comes and goes.  
(suddenly explodes  
in Pidgin)  
Whassa malla for you, asking  
allee time silly questions?

TWO SHOT

88

With a smile Ed shakes his head and continues  
efforts to start motorcycle. Dr. Lao, b.g.,  
"twiddles" his fingers. The 'cycle starts.  
Ed ROARS off.

DR. LAO - CLOSE SHOT

89

He watches Ed leave, reaches for his half-smoked cheroot and lights it in his inimitable manner, smiling mischievously.

DISSOLVE TO:

EXT. EDGE OF TOWN - LONG SHOT - (AFTERNOON)

90

Aboard his bike, which has a number of school books tied to the handle bars, a carefree whistling Mike comes downhill, riding "no hands", until he discovers Dr. Lao across the road setting down a bundle of posters beside a telegraph pole. Mike SKIDS his bicycle to a frenzied halt.

DR. LAO - MED. SHOT - MIKE'S P.O.V. - (OPTICAL)

91

He takes a circus poster and affixes it to the pole. But he does this in a far from ordinary manner. First he pops a number of tacks into his mouth, then he evens up the poster and spits the tacks right through the paper and into the wood! Mike, pushing his bike, stops beside Dr. Lao.

MIKE

Hey, Mister! How'd ya do that?

Dr. Lao cocks his head to one side roguishly, then quickly pulls a tool from his pocket and hammers the tacks in the conventional manner.

DR. LAO

So solly, no speeka de Heenglish.

MIKE

Aw, you do too. Ed said so. And I know who you are. You're Dr. Lao.

DR. LAO

Astute observation.

MIKE

Huh?

DR. LAO

Goom-bye.

FOLLOWED BY THE CAMERA, Dr. Lao totters off, hefting his load of posters. Mike persists.

91  
CONT'D  
(2)

MIKE

I'll carry your posters...even  
help you put 'em up.

(grins)

If you'll show me how.

DR. LAO (considering

it)

Have name, boy?

MIKE

Mike Benedict, sir.

DR. LAO

Okey dokey, Mike. You come.

They load the posters on Mike's bicycle and start off.

TWO SHOT - MOVING SHOT

92

Mike, pushing his bike, walks beside Dr. Lao and looks up at him with mounting excitement.

MIKE

Are you an acrobat?

DR. LAO

Only philosophically.

MIKE (uncomprehend-

ing but interested)

Really? Can you walk a tightrope?

DR. LAO

If required. My specialty, however,  
wisdom. You know what wisdom is?

MIKE

No, sir.

DR. LAO

Wise answer.

Seeing that Mike is hard put to keep up, Dr. Lao moderates his pace.

MIKE (eagerly)

But I can walk on my hands. Want  
to see me?

DR. LAO  
Not now, please.

92  
CONT'D  
(2)

Dr. Lao stops at the remains of a fence. Mike hands him a poster and Dr. Lao hammers it on.

DR. LAO  
You come circus. Parents also -  
all my guests.

MIKE (breathless)  
You mean free?  
(Dr. Lao nods)  
Gosh, thanks. But I can't bring  
my father, 'cause he's dead.

Dr. Lao becomes serious. The job finished, they start off again.

DR. LAO (Pidgin  
English gone)  
That is very sad.

MIKE  
Uh huh. But I never knew him.  
He got killed when I was real  
little. I'm the man of the house.

DR. LAO (softly)  
You are a very nice young man, Mike.

MIKE  
Oh, I'm not so young. I'm eight,  
going on nine.

DR. LAO  
Eight, going on nine, is young,  
Mike. Trust me. Eight, going on  
nine, is remarkably young.

They stop at another telegraph pole and start to put up another poster.

MIKE (not impertinently)  
How old are you?

DR. LAO  
I believe I shall tell you, Mike.  
(he lowers his hammer)  
I am seven thousand three-hundred  
and twenty-two years old...this  
October.

MIKE (awed)  
Phew, that is old.

DR. LAO (sighing)  
It is, rather.

92  
CONT'D  
(3)

He steps away with a funny Gleason-like jig.  
Mike, imitating him, follows and the CAMERA  
MOVES ON the poster:

COME ONE! COME ALL!

see  
the fabulous  
CIRCUS OF DR. LAO

Etc.

CIRCUS MUSIC SLOWLY FADES IN and the picture.

SLOWLY FADES OUT:

SKY - (NIGHT) - (STOCK)

93

Out of the blackness bursts a brilliant and spectacular display of fireworks.

EXT. CIRCUS AREA - MED. SHOT

94

Behind the tent, Dr. Lao tosses colored pebbles into the sky. From the distance comes the gay MUSIC of the hurdy-gurdy.

BACK TO SKY - (STOCK)

95

Another wild display of fireworks. Roman candles, fire flowers, sparklers -- it is a dozen Fourth's of July wrapped into one.

EXT. HURDY-GURDY - CLOSE ON WOODEN PUPPETS

96

Cheerful MUSIC fills the air. Led by the erratic movements of their conductor, the doll musicians slam CYMBALS, beat DRUMS and ring tiny BELLS. The CAMERA MOVES BACK and reveals the Abominable Snowman (played by the star) grinding away at the ancient instrument. Suddenly he spots something o.s. and exits. The handle of the hurdy-gurdy and the MUSIC come to a STOP but only for a moment. Then, mysteriously the handle begins to turn 'round and 'round by itself and MUSIC AGAIN, playing the THEME of Dr. Lao, fills the air.



EXT. TENT ENTRANCE - FULL SHOT

97

The people of Abalone mill desultorily about. Dr. Lao, dressed in moth-eaten ceremonial robes, steps out; it is as though he has materialized. He takes a large gong from his voluminous Mandarin sleeve and INTONES it. Strange SOUNDS issue with each beat: A LION ROARS, a WHIPPOORWILL SINGS, a CAT MEOWS, a SHEEP BLEATS, etc.

## DR. LAO - MED. SHOT

98

He continues beating the gong which emits a TRUMPET PEAL, a gypsy FIDDLE TREMOLO, and finally a ZITHER MELODY that remains playing softly the THEME of Dr. Lao in the night.

## GROUP SHOT

99

The three cowboys are watching the Doctor.

## TOOTHLESS COWBOY

I'gonnies...that there's quite a stunt. Guess he's got a gramophone hid summers.

## LEAN COWBOY

Yep.

## BACK TO DR. LAO - MED. SHOT

100

Like a carny barker he is now talking into a battered megaphone that is fastened firmly to a stand.

## DR. LAO

Ladeez and gentlemen of the fair city of Abalone...welcome to the Circus of Dr. Lao! Within this tent, gathered together for your attention and delectation, are wonders undreamed of...a stupendous, a colossal, a positively grandiloquent assemblage of entertainments ...and all for the ridiculous price of fifteen cents...children under twelve a nickel! Hurry! Hurry! Hurry!...

## AT THE ENTRANCE - GROUP SHOT

101

Mike Benedict scoots up to Dr. Lao and grins. Others follow. With a friendly pat Dr. Lao lets Mike in first, free.

DR. LAO

Where is your mother?

Mike points back.

DR. LAO (nods)

Okey dokey.

He then starts to collect the money, making change from a silver streetcar conductor's changer strapped to his mid-section. Mrs. Cassan, a motheaten fur piece draped across her shoulders, steps up.

MRS. CASSAN (to every-  
one)

Isn't it exciting! I haven't been to a circus in...well, in a long time!

(giggles)

I do hope they have a good fortune-teller. Not that I believe in them, of course, but they are fascinating.

DR. LAO

Fifteen cents, please.

She hands Dr. Lao the money and marches into the tent.

## ANOTHER GROUP SHOT

102

The people are moving toward the tent. Clint Stark and his boys in the f.g.

STARK (turning to

Carey)

Wait about forty-five minutes.

The boys nod. They get their money out and proceed with the line. Dr. Lao's spiel continues o.s.

BACK AT THE ENTRANCE

103

Dr. Lao now sounds suspiciously like the late W. C. Fields.

DR. LAO

Hurry! Hurry! Hurry! See the Medusa! See the Great Serpent! See wonders never beheld by the eyes of mortal man! The chance of a lifetime. Dark mysteries unfolded! Etc.

Reaching the entrance, the three cowboys hand their money to Dr. Lao. In the middle of his speech, with a funny gesture, he quickly and mysteriously disappears from behind the battered megaphone, but his voice, however, continues uninterrupted. The cowboys look at each other puzzled.

CUT TO:

SIGN - CLOSE SHOT

104

Its legend:

APPOLONIUS OF TYANA  
The Future Revealed

5¢

The CAMERA MOVES BACK to reveal INT. TENT. There is a central area, filled with townspeople, and a veritable maze of smaller enclosures, each containing an exhibit. A crooked corridor carries one past each section of the show. Mrs. Cassan walks up to the sign in the b.g.

From outside we still HEAR Dr. Lao's spiel booming over the megaphone.

MRS. HOWARD T. CASSAN - CLOSE SHOT

105

She reads the sign, smiles self-consciously, looks about to see if anyone is watching, and slips in through the beaded doorway.

INT. APPOLONIUS' ENCLOSURE - FULL SHOT

106

A tiny cubicle, its walls made of burlap potato and fertilizer sacks. Hung about at appropriate intervals, causing sinister, mysterious light, are torches -- the Symbols of Truth. In the center of the enclosure is a folding table, upon which is a crystal ball, two folding chairs at either end. Nothing more. Mrs. Cassan, with a foolish grin on her clubwoman's face, tippy-toes in, timidly. She leaps in fright as APPOLONIUS (played by the star) steps abruptly from the purple shadows. He is a tall, regal sort of creature, but a bit absurd nonetheless in his shabby robes.

MRS. CASSAN

Oh! You frightened me!

APPOLONIUS

Do you wish your future told?

MRS. CASSAN (frightened)

You...you look like Howard.

(fake tears)

My poor, dear, departed husband.

APPOLONIUS

You know perfectly well, Madam, that he did not die. He simply could not abide you and walked out of your life years ago.

MRS. CASSAN (caught)

Yes - well...you know everything, don't you?...

(she titters)

If you know the past so well - let's see if you really can tell my future.

APPOLONIUS

Five cents, please.

She extracts the change from her purse and hands it over.

APPOLONIUS (politely)

Be seated.

Mrs. Cassan takes a seat. Appolonius settles at the opposite side of the table. The CAMERA MOVES IN as he adjusts his client's head, to her delight, stares into her eyes for a moment, then shudders.

MRS. CASSAN  
Shall I ask questions?

106  
CONT'D  
(2)

APPOLONIUS  
If you wish.

MRS. CASSAN  
Oooh...this is so exciting! Now  
let's see...I know! How soon  
will I strike oil on that twenty  
acres of mine?

APPOLONIUS  
Never.

MRS. CASSAN  
Be serious.

APPOLONIUS  
Madam, I am always serious.

MRS. CASSAN  
But I paid a fortune for that land!

APPOLONIUS  
You wasted your money. Next  
question.

MRS. CASSAN  
You're sure you're not Howard?

APPOLONIUS (curtly)  
Positive.

MRS. CASSAN  
Well, you needn't be so brusque...  
it's just a game, after all.  
Ummm...  
(she thinks)  
All right, you naughty man...  
(a fatuous smile)  
You see, what I really want to  
know is...  
(softly, in middle-aged  
ecstasy)  
When shall I be married again?

APPOLONIUS  
Never.

MRS. CASSAN (staring  
at him)  
Well, what sort of man will come  
into my life, let's put it that way.  
(she giggles)

## APPOLONIUS

There will be no more men in your life.

106  
CONT'D  
(3)

## MRS. CASSAN

Well, really! Really! What's the use of my living if I'm not going to be rich, not going to be married again...no more men, for heaven's sake?

## APPOLONIUS

I only read futures, I don't evaluate them.

## MRS. CASSAN

That's...that's utter nonsense.

## APPOLONIUS

The future is always nonsense - until it becomes the past.

MRS. CASSAN (unhappy;  
snarling it)

Well, go on. Do your job. I paid you. Read my future.

Slowly, the CAMERA MOVES IN CLOSE on Appolonius.

## APPOLONIUS

Tomorrow will be like today and day after tomorrow will be like the day before yesterday. I see your remaining days as a tedious collection of hours full of useless vanities. You will think no new thoughts and forget what little you have known. Older you will become, but not wiser. Stiffer, but not more dignified.

CLOSE ON MRS. CASSAN

107

tense.

## APPOLONIUS' VOICE

Childless you are, and childless you shall remain. Of that suppleness you once commanded in your youth, of that strange simplicity which once attracted men to you, neither endures, nor shall you recapture them.

As Appolonius intones, Mrs. Cassan's face becomes  
a pathetic, tragic human mask.

107  
CONT'D  
(2)

MRS. CASSAN (low)  
You're a mean, ugly man.

CLOSE ON APPOLONIUS

108

without emotion.

APPOLONIUS  
Mirrors are often ugly and mean.

The CAMERA TILTS UP as he slowly rises. From this  
LOW ANGLE his features take on mystery in the  
strange lighting that changes from purple to green.  
MUSIC STARTS to underscore the following:

APPOLONIUS  
When you die you will be buried  
and forgotten, and that is all.  
The morticians will enclose you  
in a worm-proof casket, thus  
sealing even unto eternity the  
clay of your uselessness. And  
for all the good or evil, creation  
or destruction, that your living  
might have accomplished, you might  
just as well never have lived at  
all. I am sorry, Madame, but you  
see it is my curse to tell the  
absolute truth.

CLOSE ON MRS. CASSAN - APPOLONIUS' P.O.V.

109

Pitifully small, shriveled and old from this HIGH  
ANGLE. Her distorted face suddenly explodes into an  
hysterical giggle. . The MUSIC reaches a dissonant  
climax.

CORRIDOR NEAR APPOLONIUS' ENCLOSURE

110

Angela is wandering by herself. Hearing the wild  
giggle she turns as Mrs. Cassan hurries out of the  
Fortune-Teller's tent. They almost collide.

MRS. CASSAN (control-  
ling herself)  
Oh, Angela...  
(giggles, points)  
Whatever you do, stay out of there.

ANGELA (glancing)  
Why? Isn't he any good?

110  
CONT'D  
(2)

MRS. CASSAN (her  
obnoxious self again)  
Oh, no, he's wonderful...  
Absolutely the most magnetic man  
I've ever met in my whole life,  
next to Howard, God bless his  
soul. Do you know what he told me?

ANGELA  
What?

MRS. CASSAN  
That I'm going to be rich, strike  
oil. And...promise you won't tell...  
(confidentially)  
I'm going to be married again!  
And Clinton Stark is the lucky one.

CLOSE ON DR. LAO

111

He steps out of Appolonius' tent and, with a wry  
smile, listens to the conversation.

ANGELA'S VOICE  
That's nice. But why shouldn't  
I go in?

BACK TO SCENE

112

MRS. CASSAN  
Well, he's not very...polite.  
(delighted)  
He pinched me three times...  
(looks at Angela)  
But I don't suppose you'd have  
anything to worry about, come  
to think of it. Toodle-ooo!

Annoyed, Angela watches Mrs. Cassan's departure,  
then looks around trying to decide which way to  
go. Dr. Lao steps up to her.

DR. LAO  
Ah! Estimable educator herself!  
Mother of fatherless Mike - good  
friend. Lost something?



ANGELA  
Yes. My mother-in-law.

112  
CONT'D  
(2)

DR. LAO  
Over there - I think.  
(points off)  
She have plenty fun. You too?

ANGELA  
It's...very nice, thank you.

DR. LAO  
Good, good, good. Exhibit  
number four.

Angela nods and heads off.

CLOSE ON DR. LAO

113

He watches a moment, his expression changing to one of evil and dark glee. Then raising a strange musical instrument, the Syrinx, he hurriedly leaves.

ANGELA - MOVING SHOT

114

Trying to find her way through the labyrinth, she turns a corner, then another, and stops. Slowly she becomes aware of high pitched, REEDY MUSIC nearby. She listens a moment, frowns uncertainly, then as the MUSIC STOPS, she timidly enters Enclosure No. 4.

INT. PAN'S ENCLOSURE - MED. SHOT

115

Another tidy, dark room, heavily decorated with grape clusters. There is, in the center, a grassy hillock upon which is an odd little tree. Beneath the tree seated on two Coca-Cola boxes is the God of Joy, PAN, himself, eating a bunch of grapes. (He is played by the star.) As he realizes Angela's presence, he tosses away the grapes, picks up his syrinx and PIPES the haunting TUNE again.

ANGELA - CLOSE SHOT

116

rooted to the spot, fascinated.

PAN - CLOSE SHOT

117

Slowly, slowly he rises. In the darkness only his muscular chest and handsome, saturnine face are illuminated.

BACK TO ANGELA

118

She stares, feeling strange forces at work in her body.

PAN - MOVING SHOT

119

coming toward her. He twists, wheels, turns, and changes into Ed. (He is now played by the actor portraying Ed.) His fine muscles ripple in the torchlight. His hair glistens. His eyes flash. Closer he comes, and closer. His body begins to move sinuously, in a half dance. Gradually he changes the tempo of his tune. It grows into a SCREAM, a SHRIEK -- a net of MUSIC, wrapping Angela tighter and tighter in its coils.

CLOSE TWO SHOT

120

In attempting to elude Pan, Angela has backed to the raised dais area. Her face is in f.g. In close b.g. Pan hops up onto the dais, flops onto his back and pipes madly. His face, next to her left cheek, is upside down; then he moves to her other cheek and finally rolls away.

Angela's hand goes to her breast, to stop its anxious heaving. She is perspiring. We feel the heat she feels. We listen to the MUSIC and we share in her terrible excitement. Pan has indeed become Ed Cunningham.

TWO SHOT - HIGH ANGLE, DIRECTLY ABOVE THEM

121

Pan leaping now, hopping around her, piping his MUSIC, dancing, dancing, dancing.

CLOSE ON ANGELA - PAN'S P.O.V.

122

as he whirls around her completely, faster and faster. Her breath comes hot and heavy, her heart hammers in her chest.

CLOSE ON PAN - ANGELA'S P.O.V.

123

On and on he dances, a wild, mad, hysterical figure. A dizzying SHOT. Then, suddenly he stops. He throws the syrxn down and moves toward her.

TIGHT TWO SHOT

124

She stands waiting for his strong hands, waiting for the crush of his fingers, her blood filled with desire. Suddenly they HEAR:

DR. LAO'S VOICE (like  
a professional guide)  
The most charming figure in the  
old Greek polytheistic mythology  
is Pan, the God of Joy...

Pan (once again played by the star) quickly melts back into the shadows and sits down on the Coca-Cola boxes. The CAMERA SCARES BACK as a number of Abalone citizens enter the enclosure. They take no heed of Angela.

DR. LAO'S VOICE  
...combining the forms of man  
and goat.

The beam of a flashlight falls upon:

PAN'S LEGS

125

They are the legs of a goat!

VOICES (ad lib)  
Oh! - Look at his feet.  
He's got horns too!  
Etc.

CLOSE ON DRUNK

125X1

Several sheets to the wind, the old boy stares pop-eyed at Pan, o.s.

DRUNK  
 It's a fake.  
     (takes big swallow from  
     bottle of redeye)  
 'S' gotta be.  
     (hiccups)

125X1  
 CONT'D  
 (2)

CLOSE ON ANGELA

126

She flees.

TENT CORRIDOR - MOVING SHOT

127

The CAMERA RACES with Angela until she rushes by Stark. There it STOPS. He starts to speak, then merely shrugs and glances at a crudely lettered sign:

GIANT SERPENT

He lifts the flap and enters the murky enclosure. On the inside of the flap one can easily see a stenciled sign:

U. S. Cavalry - 1831

INT. SERPENT'S ENCLAVE - MED. SHOT

Sc. 128

A bare, dark room, walled and roofed by canvas. Two flickering torches provide the only illumination. FOLLOWED by the CAMERA Stark walks across the earth floor toward a large cage. He can't make out what is inside. A greenish-black, glistening shape, somewhat resembling a snake, somewhat resembling a giant squid is coiled in the grass. As Stark approaches, the head lifts and turns toward him. Stark takes a step backward. (The voice of the Serpent is created by the star.)

SERPENT  
 Don't be frightened, mate. I'm harmless. Dr. Lao saw to that.

X 1X 128

Stark stares for a moment at the reptile, then peers about the murk.

SERPENT  
 If you'd tell me what you're looking for, maybe I could help you.

— INSERT  
 C.O. SERPENT  
 2X 128

STARK (smiling)  
Maybe, but I doubt it.

SERPENT  
Try me.

STARK  
All right. Where's your accomplice?

SERPENT  
Accomplice? What's that?

STARK (still searching)  
Well, you might call it a partner...  
used by clever showmen to make the  
yokels think a phony serpent is  
talking.

Stark lifts up the side canvas, peers outside,  
continues his search.

SERPENT  
Really? How do they work a deal  
like that?

STARK  
Well, first they build the serpent,  
see...out of papier mache, or some-  
thing...and they put it in a cage,  
in a very dark room...

SERPENT  
Why a dark room?

STARK  
So that no one can get too good a  
look at it, boy. Hm?

SERPENT  
Oh. That's good thinking. Then  
what?

STARK  
Well, then they get a man off in  
another room, see...  
(goes to another tent flap  
and lifts it, discovering  
nothing)  
...and he operates the serpent.  
(smiling)  
Am I right?

7 POSS. ARE  
O FEVERSE  
INS. SER.

128  
CONT'D  
(3)

SERPENT  
What d'ya mean? Oh!  
(roars with laughter;  
and then)  
No. I'm real. I wouldn't kid  
you. Come here.

END 128

Stark hesitates a moment, then approaches the cage.  
The CAMERA MOVES IN, CLOSE. Stark takes a closer  
look and suddenly realizes that the Serpent resem-  
bles him, much to his surprise.

SERPENT  
Do I look familiar to you?

START 128A  
2SHOT

Stark pushes his glasses up on his forehead and  
leans in for closer examination.

STARK  
There is a resemblance.

SERPENT  
This circus is like a mirror. You  
see yourself in it, sometimes.  
Sometimes someone else. -- Didn't  
Dr. Lao tell you about it?

STARK (straightening)  
No.

SERPENT  
He will.  
(a beat)  
Still skeptical, Mr. Stark?

STARK (pushes his  
glasses back down)  
How do you know my name?

SERPENT  
Oh, I know a lot of unimportant  
stuff like that.

Stark LAUGHS and reaches for a cigar.

STARK  
Whoever you are...and however you  
work...you interest me.

SERPENT  
You know why? Because we look  
alike and have much in common.  
For one thing - our suspicion.

As Stark strikes a match, the Serpent makes a BUZZING SOUND with his tail. Stark is startled at first, then smiles.

128  
CONT'D  
(4)

STARK

Why do you buzz your tail that way?

SERPENT

Why not? It is the most treasured gift of my ancestors...my heritage, you might say.

STARK (lights his cigar)

When a dog barks at me, my instinct causes me to run for the nearest tree. Is it the same kind of thing?

SERPENT

Not quite. Your urge is born of fear. Mine of hate. Your instinct is one of cowardice. Mine one of counterattack. You wish to flee. I to fight back. You are afraid of everything. I am afraid of nothing.

STARK

The Creator who gave you bravery gave me cunning.

SERPENT

I wouldn't care to trade with you.

CLOSEUP - STARK

128X1

blowing smoke rings.

STARK

Perhaps not...but the point is, my scaly friend, that you are in a cage, while I am free to walk about.

STARK

128X2

as seen from the Serpent's P.O.V. - from behind bars.

SERPENT

Oh, you have your cage, too.

TWO SHOT

128X3

SERPENT

You test your bars just as often  
as I test mine, matey.

Meanwhile, the snake's head lifts and floats near  
Stark's face.

SERPENT

Why do you wear those things over  
your eyes?

STARK

In order to see. I have astigma-  
tism.

(smiles)

They're glasses.

CLOSE ON SERPENT

129

His eyes are glowing in the semi-darkness.

SERPENT

The Creator who made you cunning  
made my eyes efficient enough to  
perceive objects without aid. In  
fact, the Lord of All Living  
dealt with me quite generously.  
Strength He gave me, and symmetry  
and endurance and patience. But  
look at you!

STARK - MED. SHOT

130

CAMERA PANS up from his baggy pants to his face.

SERPENT'S VOICE

You even have to hang rags on your-  
self to protect your weak skin.  
You have to hang things in front of  
your eyes in order to see. Look at  
yourself. Hey, heh, heh!

STARK (wryly amused)

I admit that I'm not perfect.



BACK TO SERPENT

131

SERPENT

You can say that again, matey.  
You're about the most imperfect  
creature I've ever seen...and I've  
seen some lulus. To tell you the  
truth, even the thought that I  
resemble you makes me ill.

128A



EITHER,

STARK - ~~WELL, IT DOESN'T MAKE~~ MS. HAPPY

AT THE ENTRANCE - MED. SHOT

132

Carey and Lucas walk into the enclosure. The  
CAMERA MOVES with them to Stark.

CAREY

Boss, we been lookin' all over for  
you. You won't have to worry about  
no newspaper no more.

LUCAS (looking around)

Who was you talkin' to?

STARK

No one.

LUCAS

I thought I heard...  
(looks over at serpent)  
Wow, that's an ugly devil.

SERPENT (hissing

angrily)

You wouldn't sssay that if I were  
on the other ssside of thesse  
barsss...

LUCAS

Huh?

STARK

Come on.

They start for the exit. The CAMERA FOLLOWS THEM.

SERPENT'S VOICE

Mister Stark! Let me know if you  
find that accomplice!

The boys pause, but Stark pushes them out, then  
gives a meaningful look at his prototype before he,  
too, departs. As the entrance flap falls shut,

CUT TO:

INT. STAGE - FULL SHOT

142

It is dirty, sagging and unpainted. The closed curtain is frayed and patched with unmatching fabric.

Dr. Lao runs onto the stage. The crowd closes in as he speaks.

## DR. LAO

Ladies and gentlemen, it gives me great pleasure to present to you, direct from a long and successful run at the court of King Arthur, that inimitable thaumaturge, that master of magic, sorcery, wizardry, and prestidigitation; that Crown Prince of the Black Arts -- Merlin, the Magician!

With this he steps in his inimitable manner behind the curtain that then slowly opens. Recumbent by an old table is the old Magician, fast asleep.  
(He is played by the star.)

We hear Dr. Lao CLEARING his THROAT, noisily. Nothing happens.

## CROWD SHOT

143

Some are amused, some scornful.

## A DRUNK

On with the show! Com' on!

Someone WHISTLES, shrilly.

## DR. LAO'S VOICE

(repeating louder)

Merlin, the Magician!

## CLOSE ON MERLIN

144

He wakes up, GRUMBLES, YAWNS, then, seeing the audience, he embarrassedly covers his bald pate with the peaked sorcerer's hat. The CAMERA MOVES BACK as the bored Merlin totters out to the center of the stage.

MERLIN (in the King's  
English)  
Terribly sorry. Now, what sort of  
magic would you like to see?

144  
CONT'D  
(2)

TOOTHLESS COWBOY  
What kind ya got?

MERLIN  
Oh, all sorts, really. -Although I  
am a bit out of practice...

He produces a golden ball between his fingers -  
makes two of it - then three. But the fourth one  
refuses to appear.

ANGLE FAVORING A LITTLE GIRL

145

Age ten, with pigtailed. A sullen, puffy faced,  
unpleasant-looking child. She holds up a candy  
bag.

LITTLE GIRL  
Make a rabbit come out of the bag.

Merlin hastily pockets the balls, steps up to her  
and takes the bag.

MERLIN  
Very well. Let me see...  
(he mumbles something  
incoherent: an incantation)  
No, that isn't right. Your  
indulgence a moment, please. Uh...

He tries another incantation and waves his wand.  
A puff of smoke rings up from the floor. Old  
Merlin pulls a skinny little Poland China Shoat  
from the candy bag. There is a LITTLE APPLAUSE.

LITTLE GIRL (unhappily)  
I wanted a rabbit.

The pig lets loose and runs away, SQUEALING.

MIKE - CLOSE SHOT

146

wide-eyed.

MIKE  
Can you do magic with cards,  
Mister Merlin?

MERLIN - CLOSE SHOT

147

MERLIN (very nice)  
For you, sir, I will.  
(he snaps his fingers  
and produces an ancient  
deck of cards)  
Now...

INSERT: MERLIN'S HANDS

148

Old, arthritic fingers fumble with the cards.  
They fall, fluttering.

BACK TO MERLIN

149

He is embarrassed.

VOICES  
Faker! Phoney! Booooo!!

CLOSE ON MIKE

150

He lowers his head, distressed.

GROUP SHOT

151

The Drunk points to a beaker of water on the table.

THE DRUNK  
Why doncha change that water into  
booze?  
(a hiccup)

MERLIN  
Very well.

He reaches for the beaker, MUMBLES over it, touches  
it with his wand. It changes color. Merlin produces  
a glass and pours out a few fingers, then offers the  
glass to Mrs. Kate Rogers.

MRS. ROGERS (haughtily)  
I never drink.

Her husband eagerly starts to reach for the glass, but after a glance at his warden, pulls back his hand and SIGHS.

151  
CONT'D  
(2)

THE DRUNK (reaching out)  
Lemme try some o' that stuff!  
(takes a mouthful,  
then spits it out)  
Phew! Tastes like ginger ale.

He shoves the glass back at Merlin, who takes a sip.

MERLIN (offended)  
I beg your pardon, sir! This is  
the finest vintage champagne ever  
served in America!

VOICES (ad lib)  
C'mon, do somethin'! Do some real  
magic! Don't just stand there!  
Etc.

LITTLE GIRL AND MOTHER - MED. SHOT

152

LITTLE GIRL  
Mother, have him do something I  
like.

Merlin makes the glass vanish as he steps to the little girl.

MERLIN  
Do you like flowers, little lady?

LITTLE GIRL (unenthusiastic)  
A little.

The thaumaturge makes passes with his wand in the air, and pink rose petals fall all about the little girl and her mother.

THE STAGE - SERIES OF SHOTS - (PART ANIMATION AND OPTICAL) 153-155

Merlin makes more passes. Violets grow up from the wooden floor. Black flowers, yellow edged climb the sides of the tent. Mauve flowers with fuzzy tops and thin green leaves spring up among the violets.

GROUP SHOT

156

Some are disappointed.

VOICES (ad lib)

Come on, do somethin' big. Etc.

TOOTHLESS COWBOY

Saw a woman in half, like I  
seen once in Tucson.

The little girl's mother turns to her complaining  
child.

MOTHER

Be still. The gentleman is  
trying to do his tricks.

CLOSE ON MERLIN

157

MERLIN (taken aback)

Tricks! Gad zooks, Madame, these  
are not tricks. Tricks are things  
that cheat people. Tricks are  
lies. But these are real flowers,  
and that was real champagne and  
that was a real pig. I do not do  
tricks. I do magic. I create; I  
transpose; I transubstantiate; I  
break up; I recombine; but I never  
trick.

GROUP SHOT

158

THE DRUNK

You stink!

VOICES (joining in)

It's done with mirrors. Fake!  
Phony! Fake! - etc.

People start to leave.

CLOSE SHOT - MERLIN

159

MERLIN (shouting

indignantly over crowd)  
No! You're wrong! I am a great  
magician. I have just created  
something from nothing. Isn't  
that enough?

FAT COWBOY'S VOICE  
Anybody could make up a bunch of  
flowers.

159  
CONT'D  
(2)

MERLIN  
Very well. Flowers aren't enough.  
(an angry light in his eyes)  
We'll try a few man-eating tigers.

VOICES  
Fat chance! Sure you will! Nuts!

THE DRUNK'S VOICE  
How about a pink elephant?

Merlin is furious. Beads of perspiration stand  
out on his head. He makes a number of passes in  
the air with his wand.

MERLIN  
Wag, willow, wick. Wiggle, wee,  
wire.

Nothing happens. He tries again.

MERLIN (desperate)  
Wick, willow, wag... No. Wee,  
wiggle, wick... Oh, how did that  
go? -- uh...

#### THE AUDIENCE

160

The people moving out, boredly. Only Mike Benedict  
hesitates. He looks back at:

#### MERLIN - CLOSE SHOT

161

He has fallen onto a stool and buried his face  
in his hands.

MERLIN  
I've forgotten...so many things...  
so long ago...

#### MERLIN'S ENCLOSURE - FULL SHOT

162

Mike, left alone, walks to the stage and approaches  
the mumbling old man.

TWO SHOT

163

MIKE

It's all right, Mr. Merlin. They don't understand, but I do. You're the greatest magician ever. I believe in you. Really.

The old wizard raises his head. His eyes are full of tears.

MERLIN

You do?

Mike nods. Impulsively, Merlin hugs the child to his breast.

MERLIN

Thank you. Thank you, my boy.

As Mike returns the hug we

CUT TO:

INT. TENT - FULL SHOT

164

Dr. Lao escorts his audience toward another enclave, as Carey calls.

CAREY

Hey, doc. What's this supposed to be?

Dr. Lao turns.

DR. LAO

Oh, him? Him my pet.

LUCAS

A catfish for a pet?

GROUP SHOT

165

Dr. Lao steps to Carey and Lucas who stand before a fishbowl on a stand. This is the same fishbowl we originally saw on the saddle of Dr. Lao's yellow mule when he arrived in town.

DR. LAO (slipping into  
a thick Scottish burr)

My dear man, you are gazing upon  
the legendary terror of the seven  
seas.



## FISHBOWL - CLOSE SHOT

166

Swimming about languidly is what appears to be a catfish, its whiskers gently waving.

DR. LAO'S VOICE

A genuine, bona fide sea serpent.

Reflected in the glass, the audience emits HOWLS and LAUGHS of pure, unalloyed derision.

## BACK TO GROUP SHOT

167

DR. LAC (excited, in Pidgin)

Whassa malla you clazy peoples, alla time ha-ha?

(the laughter rises)

Please! Please! You make sea serpent plenty mad!

LUCAS

If I wuz ta catch a little bitty thing like that, I'd throw it back!

DR. LAO (back to Scottish burr)

I fear that you do not understand, laddie. There are certain lakes in Switzerland...certain 'lochs' in Scotland...which are called 'the eyes of the sea'. They are so-called because these lakes, and lochs, are bottomless...aye! They extend far beneath the surface of the land and lead to the great and mysterious oceans of which they are a part. Not unlike salmon, sea monsters -- as they're referred to -- come to the lochs to breed. I caught this bonny one...as a wee baby, myself. T'was a wee sleekit, cowrin', tim'rous beastie!

CAREY

That's a lot of hog wash.

MRS. ROGERS

What do you take us for?

CLOSE ON DR. LAO

168

Ignoring the remark, Dr. Lao's voice now adopts a fine, scholastic quality.

DR. LAO

Now those lads who are fishermen are doubtless familiar with the species *Machulatus Sphoeroides* otherwise known as the Blowfish. The Blowfish is a small creature inhabiting the depths of the sea. Take him up from those depths, where the pressure is extreme, or into the air, where there is very little pressure, and what happens? His eyes bulge. Then pooff! He puffs up, many times his natural size. Hence his name: Blowfish.

(smiles)

So it is with the sea serpent. In water he is small, insignificant, petite...but out of the water, and exposed to air...he doubles his size every ten seconds until he reaches full growth. And...

(shudders)

nobody knows how big that is. So you see what has happened. He has put his head out of the water, it has grown huge, and men on passing ships have sworn they've seen a gigantic monster...which explains the legends of lurking sea serpents.

GROUP SHOT

169

CAREY (interrupting)

Ain't no pressure in that fishbowl!  
Just a lot o' water.

LUCAS

Yeah! Let's see a demonstration!

DR. LAO (Pidgin again)

So solly, no can do. Velly bad thing. Sea Serpent fondest ambition eat up Dr. Lao. Cannot understand why. Honorable servant plobably taste like leftover turkey.

(he laughs)

But...

Carey reaches into the fishbowl, but Dr. Lao grabs his arm.

169  
CONT'D  
(2)

DR. LAO  
No touch! No touch!

LUCAS (stepping up)  
We just wanna take a look.

Carey pulls his arm free and starts to push Dr. Lao aside, but thinks better of it.

CAREY (threatening)  
You be careful who you're push-  
in', pigtail! Y'hear me?

Carey starts to leave, followed by Lucas. Suddenly the fish emits a noisy arpeggio of BUBBLES. Stark's henchmen turn. Dr. Lao innocently grins. Growling, they leave with finality.

FISHBOWL - CLOSE SHOT

170

The fish darts about playfully. In contrast to this the MUSIC STARTS the ominous theme of the Sea Serpent.

WATERY DISSOLVE TO:

INT. MIRROR - MED. SHOT - (PART ANIMATION)

171

Reflected in it is the image of Medusa, scrutinizing her fang-like green nails. (She is played by the star.) Her shoulders are bare, no hair frames her striking face -- only dozens of small snakes writhe about on her skull, almost in rhythm to the mysterious MUSIC. While their movements are slow, the tiny tongues flick out, with dazzling rapidity. The CAMERA MOVES AWAY to reveal: INT. MEDUSA'S ENCLOSURE - FULL SHOT. It is tinted a poisonous yellow, crimson stars and evil symbols spangling the yellowness. The big mirror that reflects Medusa's image hangs on the far wall. Before it is a canvas cubicle, the interior of which is reflected. There is no way to see into the cubicle unless one looks into the mirror. The exhibit is roped off so that no one can get very near. The tent is jammed with people.

REVERSE ANGLE - FULL SHOT

172

Dr. Lao enters, holds up his arms.

DR. LAO

Good people of Abalone. You are looking at the Medusa, a third cousin of the original Gorgon sisters who disturbed the land of Greece in the time before Ulysses, Agamemnon, Achilles, et cetera, et cetera, et cetera. She is, however, a genuine Medusa -- over three thousand years old.

TOOTHLESS COWBOY

She don't look a day over five hundred to me, Doc!

The crowd LAUGHS, but Dr. Lao continues, undisturbed.

DR. LAO

And like her Gorgon sisters, she has the power to turn those who dare to look straight into her eyes into stone. To spare you good people from being converted into monuments, obelisks, and so forth, I have, rather ingeniously, I think, made it possible for you to see the Medusa only in a mirror. Thus seen, she is harmless. I entreat you, please be content with the reflected image. Do not go peeking around the edges of the canvas. It is a move which might produce most unpleasant results.

MRS. ROGERS

You tell that hussy to get some decent clothes on and wipe the paint off her face!

DR. LAO

Alas, I cannot comply with your wish, madam.

MRS. ROGERS

Well, you oughtta do something. It's a disgrace.

MR. ROGERS

Now, Kate...

DR. LAO  
I would draw your attention from  
the lady's scanty attire to her  
coiffure.

172  
CONT'D  
(2)

THE MIRROR - MED. SHOT - (PART ANIMATION)

173

As the Medusa sits quietly, a moth circles above her. Suddenly one of the snakes on her head leaps out like a whiplash and seizes it. The other snakes fight with the captor for the moth. None of this disturbs the Medusa. She looks up and smiles. It is the first time one can notice that she has weird, yet fascinating, green and purple eyes.

TWO SHOT

174

Mr. Rogers stares, admiringly.

MRS. ROGERS (catching  
him)  
You keep your eyes to yourself!

THREE COWBOYS - MED. SHOT

175

FAT COWBOY  
How you suppose they rigged that  
up?

TOOTHLESS COWBOY  
Nothin' to it. Just glued a  
bunch o' snakes to her head.

LEAN COWBOY  
Yah. C'mon.

Uninterested, they leave.

DR. LAO - CLOSE SHOT

176

DR. LAO  
So, in conclusion, it can be said  
that you shouldn't mess around  
with a Medusa. Now, are there  
any questions?

GROUP SHOT

177

MRS. ROGERS

Well! I just wanta say one thing.

DR. LAO

Yes, madam?

MRS. ROGERS

I just wanta say that I never  
listened to such a pack of lies  
in all my born days. Snakes...  
turning people to stone! The  
idea!

MR. ROGERS

Please, Kate, don't go sounding  
off in front of all these people.

MRS. ROGERS

You shut up. I'll say what I  
darn good and well please!

DR. LAO

My dear lady, the role of skeptic  
ill becomes you. There are things  
in the world not even the experience  
of a lifetime spent in Abalone  
could conceive of.

MRS. ROGERS

Oh, is that so? Well, I'll show  
you. I'll make a liar out of you  
in front of everybody!

She pushes Dr. Lao aside and penetrates the roped  
area. She stares fullface at the Medusa.

DR. LAO (crying)

In the name of Yottle, somebody  
stop her!

(he runs out of the tent)

DR. LAO'S VOICE (calling)

Merlin! Merlin!

MRS. ROGERS

All right, you cheap little hussy...

Suddenly she freezes.

CLOSE ON MEDUSA - MRS. ROGERS' P.O.V. - (PART ANIMATION)

178

Turning her fearsome gaze upon the hapless woman. Medusa's piercing green and purple eyes sparkle like those of a cat. The snakes on her head writhe and dart about, intensely. The MUSIC hits a hideous CHORD.

CLOSE ON MRS. ROGERS - (OPTICAL)

179

Her eyes distend. The rigidity becomes inhuman. She turns stone gray -- her hair, her features.

BACK TO SCENE

180

Granite stiff, she topples like a statue. Carefully avoiding looking at the Medusa, Mr. Rogers hurries to his wife. The audience is stunned.

THE MIRROR - MED. SHOT - (PART ANIMATION)

181

The Medusa BURSTS into vicious LAUGHTER.

BACK TO SCENE

182

Mr. Rogers is looking for help.

MR. ROGERS

Pete! Give me a hand. Arthritis attack. She gets 'em once in a while.

Ramsey hesitates, but only for a moment. Then with his back turned toward Medusa, he carefully approaches his friend. Many leave, alarmed. Over this we hear Medusa's hysterical LAUGHTER and Dr. Lao's distant CRY for Merlin.

EXT. CIRCUS GROUNDS - MAIN TENT - FULL SHOT - (NIGHT) 183

People are pouring out of the tent. In the f.g. the Toothless Cowboy looks off and nudges the Lean Cowboy, who follows his gaze.

GROUP SHOT - COWBOYS' P.O.V.

184

Mr. Rogers, Ramsey and Frisco sweat under the heavy burden, as they carry the stone figure of Mrs. Rogers to a waiting surrey.

MR. ROGERS

Easy now -- easy. This is the worst attack she's had yet.

THE THREE COWBOYS - MED. SHOT

185

TOOTHLESS COWBOY

Hey, Luther! Ya buy yourself a statue?

186 OUT

AT THE SURREY

186X1

as the men put Mrs. Rogers into the surrey.

MR. ROGERS

This ain't no statue -- it's Kate!

ENTRANCE - FULL SHOT

187

Merlin rushes out of the tent. He looks around and when he sees the Rogerses, he raises his arms, making broad magical gestures with his wand toward them.

MERLIN

Hocus pocus dominocus.  
Chay, chay, chay.

188 OUT

INT. ROGERS' SURREY - MED. SHOT -(OPTICAL EFFECT)

188X1

Mr. Rogers starts inside, stops, looks startled as tiny colorful flowers and rose petals seem to sprinkle gently over the stone figure of his wife. Mrs. Rogers gradually regains her original appearance. Luther slowly climbs onto the seat, takes up the reins as Kate, now a flesh and blood woman, cuddles beside him.

MRS. ROGERS

Let's go home, Luther.

Gently she kisses her amazed husband. He "giddyaps" the horse.



BACK TO MERLIN

189

He is elated at his success and smiles happily as the Rogers' surrey passes by, until he HEARS:

DR. LAO'S VOICE  
Evelynbody go home! Circus  
over! Evelynbody scam!

MERLIN  
Oh dear, oh dear...

He looks about, alarmed. Then, struck by an idea, he taps his head with his magic wand and Merlin instantly disappears. Immediately thereafter Dr. Lao appears, herding the people outside.

DR. LAO (shooing  
them out)  
Come back tomorrow -- big show --  
big finale! Goom-bye!

Relieved, he looks after the departing Rogerses and wipes his forehead with a huge red handkerchief.

SLOW DISSOLVE TO:

INT. DR. LAO'S WAGON - MED. SHOT - (NIGHT)

190

A rather typical old-style Circus-Manager's mobile office, heavily decorated with outlandish posters. Dr. Lao is attempting to eat chop suey -- without success. The chop sticks simply will not work for him. As he almost gets a portion of food to his mouth, there is a loud KNOCK on the door. Dr. Lao jumps; the sticks slip and the gooey mess goes all over his robe. Furious he breaks the sticks, tosses them away and goes to the door.

EXT. DR. LAO'S WAGON - FULL SHOT - (NIGHT)

191

It is situated behind the big tent. The Golden Ass of Apuleius sleeps in the b.g. Dr. Lao opens the door and faces Mike Benedict who stands at the bottom of the steps.

DR. LAO (angry)  
Whassa mallah, clazy boy! You  
want mother and grandmother worry?

MIKE  
They're asleep. I snuck back out.

DR. LAO  
Ah! So?

MIKE  
Doctor Lao, I want to talk with  
you -- seriously.

DR. LAO  
No time. Velly upset.

MIKE  
On account of Mrs. Rogers?

DR. LAO  
No. On account chop sticks.  
(and then)  
Well? What is it?

MIKE  
I...well, I need a full time job  
and I was just wondering if, maybe,  
you could use me with the circus.  
(Dr. Lao shakes his head)  
But I like your circus. And besides,  
I've always wanted to be in a circus.  
I'd work hard and I wouldn't be any  
trouble. And I can do a lot of tricks.  
Look!

Mike picks up a pebble from the ground, palms it  
and makes it "disappear".

DR. LAO  
Velly good, velly good.

Encouraged, Mike picks up two more pebbles and  
starts to juggle them. He keeps them in the  
air for a moment, then all fall to the ground.

DR. LAO  
Yes, all velly good!  
(coughs)  
But Mike, we have magician.  
(a pause)  
Confidentially...you much better,  
make Great Merlin very sad. You  
understand?

MIKE (tearfully)  
Yes. I understand. You can't use  
me.

Dr. Lao sits down on the wagon steps and the  
CAMERA starts to MOVE IN slowly.

DR. LAO (simply,  
warmly)  
Mike...let me tell you something.  
The whole world is a circus, if you  
look at it the right way. The way  
the sun goes down when you're tired  
and comes up when you want to be on  
the move...that's real magic. The  
way a leaf grows...the song of the  
birds...the way the desert looks at  
night with the moon embracing it...  
oh, my boy, that's circus enough for  
anyone.

MIKE  
I wanta be with you.

DR. LAO (placing an  
arm around Mike)  
Every time you watch a rainbow, and  
feel wonder in your heart...every  
time you pick up a handful of dust  
and see not the dust but a mystery,  
a marvel, there in your hand...  
every time you stop and think,  
'I'm alive, and being alive is  
fantastic'... every time such a  
thing happens, Mike, you are part  
of the Circus of Doctor Lao.

MIKE  
I don't understand.

DR. LAO (grinning)  
Neither do I!

Dr. Lao jumps to his feet and starts a jig. Mike  
joins him. They both laugh as we:

CUT TO:

EXT. NEWSPAPER OFFICE - FULL SHOT - (NIGHT)

192

Ed and Tim arrive on Ed's motorcycle.

TIM (shocked)  
Ed...

They run to the entrance. The whole place is in  
shambles -- the windows broken, the interior a  
dark chaos. Ed steps through the shattered glass  
of the front door.

INT. NEWSPAPER OFFICE - FULL SHOT

193

The presses wrecked beyond repair, cans of ink overturned, paper strewn about the floor; an unholy mess. Ed and Tim look about, stunned.

TIM (after a long  
pause)  
Well, I always say, if you're  
going to do a thing, do it well.  
(and then)  
You look surprised.

ED (picks up a por-  
tion of the press)  
I am. I didn't know Stark was  
this worried about us.

TIM  
Well, he ain't worried no more.

Ed notices his shattered typewriter.

INSERT - TYPEWRITER

193X1

It is a mess of sundered parts.

BACK TO SCENE

193X2

Ed hurls the piece of broken press angrily across the room.

TIM  
What you aim to do?

ED  
Get drunk!

They step out through the shattered window.

EXT. NEWSPAPER OFFICE - FULL SHOT

194

Ed tries the motor of the 'cycle once. It won't start. He tosses the machine aside angrily and they walk off.

After Ed and Tim leave, the CAMERA SWISHES to a figure in the shadows. It is Dr. Lao. Puffing his cheroot, he pads toward the ruined newspaper office. At the entrance he pauses, shakes his head, then scratches it, before he shuffles in.

DISSOLVE TO:

INT. ANGELA'S BEDROOM - CLOSE SHOT - (NIGHT)

195

Angela Benedict is lying in bed, wide awake. The moon powders cold light across her face. She closes her eyes. Then the distant SOUND of Pan's Pipes causes her to open them again. The pipes GROW LOUDER in the night, far away, beckoning. She tries to shut out the sound, but cannot. She tosses feverishly for a few moments, then the CAMERA RISES with her as she gets up and walks, quickly, to a closet.

The haunting MUSIC is LOUD now, though still distant. Angela throws on a bathrobe and hurries out of the room.

INT. FAMILY ROOM - MOVING SHOT

196

Angela runs across the room. She is at the front door, about to open it, when she HEARS:

SARAH'S VOICE

Angela, is that you?

The ecstasy goes from Angela's face. She wipes away the perspiration from her forehead.

ANGELA

Yes, Mother. It's I.

ANOTHER ANGLE

196X1

The light of Sarah's room goes on. She stands in the doorway.

SARAH

What's the matter?

ANGELA

Nothing, nothing. Just that infernal music - it makes me nervous.

SARAH

What music?

ANGELA (wipes her cheeks with the back of her hand)

Never mind, Mother.

SARAH

You're perspiring.

ANGELA

Am I?

196X1  
CONT'D  
(2)

SARAH

Angela, are you sure nothing's wrong?

ANGELA (rallying)

Yes, Mother, very sure. Go back to bed. I think I'll get a glass of cold water.

Sarah nods and returns to her room. The SOUND of the PIPES grows LOUDER again. Angela bolts the door, determinedly, presses her hands to her ears, then runs into the kitchen.

DISSOLVE TO:

EXT. NEWSPAPER OFFICE - FULL SHOT - (DAWN)

197

The town mutt, Thunder, sitting in the middle of the street, stops scratching himself as he sees the staggering figures of Ed and Tim approaching. They SING in drunken harmony "The Wearing of the Green."

At the curb they suddenly halt and stare in total disbelief. The broken windows are now whole, the shop within a model of neatness. They enter, puzzled, followed by Thunder.

INT. NEWSPAPER OFFICE - FULL SHOT

198

Ed and Tim, still wordless, walk dazedly around the shop. It is perfect. One would never guess that a few hours before it was a shambles.

TIM (looking at Ed)

You suppose that crazy Chinaman had something to do with this?

ED

Who else?

Suddenly there is a RAUCOUS SOUND of MACHINERY.

PRINTING PRESS - FULL SHOT

199

Its small engine is kicking and bucking into life by itself. Thunder attacks it with frantic BARKING.

BACK TO SCENE

200

Tim shuffles over and peers at the engine.

TIM (in awe)

How?

Ed pours some cold water at the washstand and puts his head in the big bowl. He comes up dripping, grabs a towel and yells to Tim.

ED

We'll figure that out later. Now let's get to work!

As Tim heads for the coffee pot, Ed happily sits down at his once more intact typewriter.

ED - CLOSE SHOT

201

He lights a cigarette and starts feeding in a page of pristine paper.

ED

We'll just run off a single page... but it'll be quite a page.

He starts BANGING away.

DISSOLVE TO:

EXT. COUNTRYSIDE - LONG SHOT - (DAY)

202

Ed's motorcycle dusts along a twisty desert road.

EXT. RANCH ENTRANCE - FULL SHOT

203

On the open wooden gate a sign reads: "Stark Ranch." Ed wheels his motorcycle through at a fast clip. Lucas' horse rears at the ROARING motorcycle.

EXT. RANCH HOUSE - FULL SHOT

204

The motorcycle SKIDS to a halt. Ed wears yesterday's shirt and beard. He squeezes the bulb HORN persistently. Carey rises from his seat on the porch where he has been cleaning his pistol and ambles over.

CAREY

What's your problem, cousin?

ED

Where's Stark?

Stark walks out onto the porch. The napkin in his collar reveals that he is in the midst of a meal.

STARK

How are you, Ed?

ED

Couldn't be better.

STARK

Glad to hear it. What can I do for you, boy?

ED

Not a thing. Just thought you might be wondering about your morning paper...

STARK

Well, I did miss it. No... problems, I hope.

ED

Just one. The presses broke down.

STARK (glancing at

Carey)

I'm sorry to hear that.

ED (smiling)

It's all right. They're fixed now.

(reaches back and withdraws  
a folded newspaper page)

It's a short issue this time, but you'll understand, won't you, Mr. Stark?

Stark is clearly surprised; he can't hide it. Ed grins, tosses him the newspaper. Now Lucas rides up.

ED (to Lucas)

Let's see...you're not a subscriber, are you?

LUCAS

Huh? - Oh...naw.



ED

Ought to think about it, after all,  
how are you going to know what's  
happening in town without the Star?  
(throws one to him)

Here's a complimentary issue.

(then to Carey)

For you, too. So long.

STARK

Ed.

ED

Hmm?

STARK

Do you still think you've got a  
chance?

ED

Well, frankly, Mr. Stark, I was  
beginning to wonder. Then some-  
thing happened last night that  
cheered me right up. You read  
about it on page one.

Grinning broadly, Ed RACES the ENGINE of his cycle,  
ROARS around Lucas and Carey, creating clouds of  
dust, then skids away. Lucas' horse rears again  
and Carey runs up to the porch.

GROUP SHOT

205

CAREY

It couldn't be. Boss, I'm tellin'  
ya, it couldn't be.

LUCAS (dismounting)

We smashed the place! I mean, we  
rooned it! Didn't we, Carey?

CAREY

Yah.

STARK

Oh, shut up!

He tears the napkin from his collar, turns on his  
heel and walks into the house SLAMMING the screen  
door. Carey and Lucas blink at each other.

LUCAS (looking at the  
page)  
It ain't possible...  
(looks up at Carey)  
...is it?

205  
CONT'D  
(2)

DISSOLVE TO:

EXT. CIRCUS GROUNDS - LONG SHOT (AFTERNOON)

206

Ed pulls up to the tent and hops off the motorcycle.  
He looks around.

ED'S P.O.V.

207

Not far from his wagon, Dr. Lao, with a cheroot in his mouth, is sitting on the bank of the dry river bed. He holds a fancy fishing rod, the line of which hangs down over the dry bed. There is a wicker basket beside him. The Golden Ass of Apuleius grazes nearby.

ED - MED. SHOT

208

Amused. He takes a newspaper from the back of the motorcycle and heads toward the "fisherman".

AT THE DRY RIVERBANK

209

Ed walks up to Dr. Lao.

ED  
I hate to tell you this, Doctor...  
but there aren't any fish in that  
river.

(grins)  
In fact, there isn't any river.

DR. LAO  
Is all right. Me no use bait  
anyway.

ED (going along)  
Oh...I see.

Ed puts the newspaper on top of Dr. Lao's wicker basket and hunkers down beside him.

ED

I want to thank you for what you did.

(Dr. Lao doesn't answer)

I don't suppose you'd care to tell me how...or why?

DR. LAO

Allee time talk! Scaree fish away!

Whereupon Dr. Lao throws his cigar butt away, takes his fishing gear and basket and moves "up river" a few yards, leaving Ed alone. Suddenly, from the distance come the HOOFBEATS of an approaching horse and:

TIM'S VOICE

Ed! Hey, Ed!

Ed turns, but not Dr. Lao. Tim Mitchell, chewing tobacco as always, dismounts hurriedly.

ED

You look like somebody just kicked you in the stomach.

TIM (panting)

Somebody did. Ramsey and Frisco and some o' the others just had a kind o' get-together at the Cafe...

ED

Well?

TIM

They're gonna sell out to Stark.

ED

You sure?

TIM

Yeah. Vote ain't till tonight, but...I think it's all over, Ed. They're scared.

ED (angrily)

Stark was right. I was crazy to fight for that bunch of...

DR. LAO (smiling)

Mister Cunningham, please?

(Ed and Tim turn)

You come circus tonight. Maybe big surprise.

His fishing rod begins to bob. His reel SINGS. Excited, Dr. Lao jumps to his feet and "plays" the fish expertly. Finally he winds the line and flips the pole toward the bank. He has caught a beautiful trout which he unhooks and places in his creel.

209  
CONT'D  
(3)

TWO SHOT

210

Tim does a double take and swallows his chewing tobacco.

TIM (stuttering)  
D-d-did ya see th-d-d...

ED  
Yeah. C'mon.

They leave. Ed is on his motorcycle; Tim, looking back in disbelief, mounts his horse and follows.

FADE OUT:

SKY - (NIGHT) - (STOCK)

211

Out of the blackness bursts a brilliant and spectacular display of fireworks. Then cheerful circus MUSIC fills the air.

EXT. CALLIOPE - FULL SHOT - (NIGHT)

212

Dr. Lao, dressed in tails, enthusiastically PLAYS on this colorful CIRCUS INSTRUMENT. The LOUD MUSIC is the THEME of DR. LAO. Steam shoots out of the pipes until the Doctor completely disappears behind it. The CAMERA MOVES BACK and reveals the CIRCUS ENTRANCE. Dr. Lao, now wearing Chinese garb, steps out of the tent, strikes the GONG which becomes the SOUND of a WHINNY and starts to collect money from the steady flow of customers, making change from his streetcar conductor's changer. Simultaneously he barks into his beat-up megaphone.

DR. LAO  
Welcome, ladies and gentlemen!  
Welcome once again -- to the final  
showing of the Circus of Doctor  
Lao!

He hits the GONG once more and produces the MEOW of a cat. Meanwhile the CAMERA HAS MOVED FURTHER BACK and in the crowd one can find familiar faces, including Stark with his henchmen, the Mayor, the three cowboys, etc.

212  
CONT'D  
(2)

DR. LAO

Tonight we gonna have what they call in those there furrin lands, the piece de resistance! Yessir, in the words of Mencius the philosopher -- you ain't seen nothin' yet!

LEAN COWBOY

Yah! You can say that again!

All three cowboys and the people around them laugh. Dr. Lao continues his spiel, undisturbed.

DR. LAO

Step right up, folks! It's instructive! Educational! Et cetera, et cetera, et cetera.

The CAMERA STOPS as it INCLUDES the CIRCUS GROUNDS. In ONE CORNER OF THE SCREEN only the vague outline of a wagon can be discerned. Sitting on the step, shielded by the darkness, is the figure of a man. He is rolling a cigarette. Taking the path to the circus, another figure approaches from the opposite side of the SCREEN. It is Angela Benedict. As she passes the man he lights the cigarette. The match flares into life, startling Angela.

THE MAN - CLOSE SHOT

213

The small flame reveals Ed Cunningham.

ED

I'm sorry, I...

ANGELA BENEDICT - CLOSE SHOT

214

Looking ethereal in the glow from the distant circus lights.

ANGELA

Hello.

## BACK TO ED - MOVING SHOT

215

He slowly rises and walks over to Angela. Staring, he circles her.

ED

Wait, don't say a word...You know, you remind me of someone.

ANGELA (playing along)

Oh?

ED

Yes. A woman I know. Her name is Angela Benedict. Same height, same weight, same general features. She's a librarian -- also teaches school. Ever meet her?

ANGELA

No, but I've heard about her. She's supposed to be most unpleasant.

ED

Whoever told you that? It's a lie. Angela is...well, you see, she's got a problem.

ANGELA

What kind of problem?

ED

The worst kind. Same as mine. Loneliness.

ANGELA

Oh.

ED

Yes. It's just about the worst thing that can happen to a person. It turned me into a wisecracking show-off. And Angela Benedict... well, people think she's hard. People think she's cold. But let me tell you, she isn't hard, or cold; she's soft and warm...only she's afraid to let anyone know.

ANGELA

That sounds very odd to me.

ED

It isn't odd at all. That's what I'm trying to tell you. Loneliness can do that.

ANGELA  
Then...of course, it isn't any of  
my business...but why don't you  
and this person become friends?  
I mean, if you're both lonely...

215  
CONT'D  
(2)

ED  
She doesn't like me. And besides,  
it doesn't make any difference now.  
The town we live in is going to be  
deserted in a few weeks.

ANGELA (stopping the  
act)  
Ed -- they haven't decided, have  
they?

ED  
Let's pretend they haven't. I'm  
glad to meet you, Miss...

ANGELA  
Call me Angela.

ED  
Angela. It's a lovely name.

They smile warmly at each other for the first time  
and walk off toward the lights of the circus.

IRIS DISSOLVE TO:

INT. FORTUNE TELLER'S ENCLAVE - CLOSE ON CRYSTAL  
BALL

216

The face of Stark and Appolonius are reflected in  
it.

APPOLONIUS  
You were born with a great and  
abiding love for humanity, Clinton  
Stark, but this love soon turned  
to bitterness and eventually to  
contempt and hatred.

TWO SHOT

217

Stark and Appolonius are seated at a little table  
gazing at the crystal ball.

APPOLONIUS

Why?

(looks into Stark's eyes)  
Ah. It is because in all your years you have never been able to understand that perfection exists only as an ideal...

STARK

That needn't be true.

APPOLONIUS

But it is true. You began with an extreme notion of man's good, his strength and his nobility; you ended with another extreme, equally false: the notion of man's evil, his weakness and his ignobility...Now you are involved in proving that point.

STARK

And proving it pretty well, I'd say.

APPOLONIUS

The result would be no different if you had chosen the side of virtue. Your energy and your brilliance could as easily have been put to the task of accentuating man's good qualities...

STARK

Which don't exist.

APPOLONIUS

If you believed that, you wouldn't need to reassure yourself every day. Look at you now. Gloating over a victory to come, even though it is a defeat, a defeat for all of the ideals you once held sacred...

STARK

They'll vote to sell.



APPOLONIUS

Then what have you shown but your own avarice, your own greed, your own sick hunger for self-destruction? If the people sell their town to you, you would realize an extensive profit, because you alone know that a railroad is planned for this area within the year.

217  
CONT'D  
(3)

STARK (excited)

How did you find out about that?

APPOLONIUS (solemnly)

I am Appolonius of Tyana.

STARK

Have you told anyone?

APPOLONIUS

That would have the effect of altering the future, Mr. Stark.  
(he holds out his palm)  
Five cents, please.

Stark pays and hastens to the tent flap. There he stops.

CLOSE ON STARK

218

as he slowly turns.

STARK

Am I going to win?

CLOSE ON APPOLONIUS

219

after a thought.

APPOLONIUS (expression-  
lessly)

Yes.

BACK TO STARK

220

Relieved, he smiles, then slowly exits.

CUT TO:

INT. TENT - FULL SHOT

221

Somehow, out of the labyrinth, Dr. Lao has managed to fit in a main arena, not very different from the arenas of other circuses. The people are settling in their seats.

ED AND ANGELA - MED. SHOT

222

seating themselves.

ANGELA (looking around)  
What I can't figure out is how  
he managed to get so much into this  
tent. It seems bigger on the inside  
than it is on the outside...

ED  
Doctor Lao is a remarkable man.

DR. LAO'S VOICE  
Peanuts? Popcorn?

DR. LAO - MOVING SHOT

223

running up and down the aisle, hawking wares from  
a large tray.

DR. LAO  
Peanuts! Popcorn! Gitchur hot  
battered popcorn!

LEAN COWBOY  
When's the show gonna start?

DR. LAO  
Right away. Popcorn?

FAT COWBOY  
I'll take a bag.

The transaction is made.

STARK - CLOSE SHOT

224

Rather pleased with himself, he walks in, sits down  
and looks around. Suddenly he turns serious. His  
eyes lock with:

ED - CLOSE SHOT

225

He returns the stare. The LIGHTS begin to DIM.

INT. TENT - SERIES OF SHOTS

226-233

It becomes DARK and a spotlight shafts down to the center of the arena. Dr. Lao, astride the Golden Ass of Apuleius, charges into the brightness. The mule BRAYS as he rears. Dr. Lao, in full showman's dress of tails, rips off his top hat and like a bronco rider, waves it above his head. A FANFARE SOUNDS.

DR. LAO

Ladeeeez and gentlemennn! On  
with the show!

So saying, he whirls the mule around and hurriedly departs.

(NOTE: At no time are Dr. Lao  
and any characters of the circus  
troupe visible simultaneously.)

The Grand March! The THEME OF DR. LAO STARTS as the spotlight sweeps over to the entrance at the left side of the ring where a hurdy-gurdy is being pushed by the "Abominable Snowman" (played by the star) across the arena. He also pulls flowered chains attached to a cage on wheels. The Giant Serpent within HISSES through the bars at the audience. The spotlight accompanies the group to the exit on the right. Here it dims, only to reappear brightly in the center.

(NOTE: There is SPORADIC MILD  
APPLAUSE throughout the sequence.)

Dr. Lao, now on foot, CRACKS a WHIP in his waggish manner. The Golden Ass of Apuleius trots by in a stately fashion, carrying on his back the catfish-size "Sea Serpent" in his fishbowl. Another CRACK of the WHIP wipes the light out.

Medusa (played by the star), walking gracefully. She holds high an ornate mirror to protect the onlookers from instant petrification.

The spotlight now picks up the Golden Ass again. Seated upon the animal is Pan (played by the star), swaying to his wild obligato that he TOOTLES on the SYRINX.

Then Merlin (played by the star), juggling three golden balls.

Finally, Appolonius of Tyana (played by the star), marches majestically across the ring. As he exits, the spotlight goes out.

226-233  
CONT'D  
(2)

SERIES OF CLOSE REACTION SHOTS

234-240

The three cowboys react to the Golden Ass - Carey and Lucas to the pint size "Sea Serpent" - Angela to Pan - Stark to the Giant Serpent - the Rogerses respond to Medusa - Mrs. Cassan and Stark reflect upon their experiences with Appolonius. Dispirited, LISTLESS APPLAUSE.

MEGAPHONE - MED. SHOT

241

The spotlight comes up and Dr. Lao, again, materializes behind the megaphone. The "band" strikes another FANFARE. The Doctor bows and then:

DR. LAO

And now, ladies and gentlemen,  
the spectacle you've all been  
waiting for -- The Fall of the  
City!

DRUMS ROLL and the lights slowly begin to dim.

DR. LAO

The city's name was Woldercan.  
It existed beyond the edge of  
the world some years before the  
beginning of history. There  
are no records of Woldercan.  
No artifacts. No descendants  
of its people. In fact, there  
is no real proof that there ever  
was such a place. Yet it was as  
real as pain.

The tent is now in total darkness.

DR. LAO'S VOICE

Citizens of Abalone, I give you...  
Woldercan!

EXT. ANCIENT VILLAGE - LONG SHOT - (DAY)  
(STOCK, ANIMATION AND OPTICAL)

242

Out of the black void a vague image builds itself, as though upon a floating invisible screen. There are soft, indefinable edges to the images. The village is set upon a group of hills, above a harbor. In the b.g. is a tall, forbidding mountain.

DR. LAO'S VOICE

It was a small city. A humble city. It had no great temples, no great palaces.

EXT. MARKETPLACE - FULL SHOT - (STOCK)

243

People, clad in rough garments, move about visiting bazaars and bistros.

GROUP SHOT

244

Teeming with people, all of whom seem happy. Some of the faces resemble the citizens of Abalone.

DR. LAO'S VOICE

Its people had little in the way of worldly goods, and this little, made for themselves, by themselves....

EXT. FIELD - CLOSE SHOT - (DAY) - (STOCK)

245

An old farmer is digging patiently.

DR. LAO'S VOICE

...or euehred from the stubborn soil...

EXT. SEA - FULL SHOT - DAY - (STOCK)

246

Another old man, a fisherman with his son, are casting a large net.

DR. LAO'S VOICE

...or plucked from the cold and capricious heart of the sea.

BACK TO TENT - LONG SHOT - (STOCK AND OPTICAL)

247

In the dimness of the reflected light the citizens of Abalone watch the "floating image" in the center of the enclosure.

DR. LAO'S VOICE

Yet the Woldercanese were content  
for in the goods of the spirit  
they were rich.

MARKETPLACE - GROUP SHOT - (STOCK)

248

Children playing happily in the street of Woldercan,  
their parents conversing pleasantly.

DR. LAO'S VOICE

For them, it was enough to partake  
of creation and to give thanks unto  
their God -- enough, and more!

WOLDERCAN SKY - (TIME LAPSE) - (STOCK)

249

Turbulent dark clouds begin to gather.

MARKETPLACE - MED. SHOT

250

A man's ominous silhouette which corresponds with  
that of Stark, stands in the shadows.

DR. LAO'S VOICE

Then, one day...a stranger  
appeared in Woldercan. And  
he said to the people:

STRANGER (filter effect)

Not enough!

People begin to gather around him. The MUSIC  
becomes SOMBRE.

STRANGER

You are poor, when you could be  
rich. You eat of humble fare,  
when you could feast. You scratch  
at the ground, and the ground  
mocks you...

CLOSE ON STRANGER

251

His face still indiscernible.

STRANGER

...you fish the sea, and the  
sea yields not. You pray to  
your God, and He laughs.

The CAMERA MOVES IN to the spot where his mouth  
presumably is.

STRANGER (shouting)

Fools!

(a beat, then)

Begone from this blighted place!

His voice echoes.

GROUP SHOT - (OVERCAST)

252

Farmers, fishermen, the people of Woldercan looking  
at one another questioningly. One can now recog-  
nize the citizens of Abalone: the Ramseys, Mrs.  
Cassan, the cowboys, et al. All are dressed in  
togas or ancient robes.

DR. LAO'S VOICE

And suddenly people were not  
content. They listened to the  
stranger and sold their souls  
for pieces of silver.

The Stranger is now more distinguishable and  
resembles both Stark and the image of the devil.  
He hands out money to the eager citizens of Wol-  
dercan, who sign their souls away.

MARKETPLACE - FULL SHOT - (OVERCAST)

253

The people's smiles have turned into frowns.  
Some weep. All go blackly about their dismal  
chores. No longer do the children play.

DR. LAO'S VOICE

Their laughter soon turned to  
lamentation, and the air was  
black with woe. Then a fearful  
thing happened!

WOLDERCAN SKY - (TIME LAPSE) - (STOCK)

254

The dark clouds grow darker. They race angrily,  
like black nightmares in the WIND.

DR. LAO'S VOICE

The God of All Life looked down  
upon the people of Woldercan and  
was displeased. And He said:

The sky is in agony. LIGHTNING, followed by THUNDER,  
and then:

THE VOICE OF GOD

Treasures I had given thee, beyond  
compare; yet thou didst spurn them  
and, for a handful of silver, sold  
thy souls.

MARKETPLACE - FULL SHOT - HIGH ANGLE

255

The people gaze up with contempt; some of them  
shake their fists.

DR. LAO'S VOICE

And because He had been angered,  
God pointed His finger and visited  
upon the city of Woldercan the  
greatest plague of all -- oblivion!

WOLDERCAN SKY - (STOCK)

256

A long, jagged finger of LIGHTNING CRACKLES down-  
ward.

EXT. MOUNTAIN - LONG SHOT - (STOCK, ANIMATION &  
OPTICAL)

257

LIGHTNING STRIKES the top of the mountain and turns  
it into an ERUPTING VOLCANO. It begins to froth  
with crimson lava.

EXT. MARKETPLACE - FULL SHOT - (STOCK)

258

The earth TREMBLES. The people SHRIEK and run for  
cover, but there is none.



## SERIES OF FLOATING SHOTS - (STOCK &amp; OPTICAL)

259-264

The boiling lava comes rolling like a liquid serpent through forests, then through the very streets. Men, women and children trapped in narrow streets are showered with burning debris. People vanish in the molten flow. Buildings COLLAPSE, burying thousands. Woldercan is in flames. A raging inferno.

## SERIES OF REACTION SHOTS

264X1-  
264X5

The reflection of the floating images cross the faces of the intrigued Abalone citizens.

## STRANGER - CLOSE SHOT

265

Only his luminous eyes visible, watching the awful destruction.

## ANOTHER SERIES OF FLOATING SHOTS - (STOCK &amp; OPTICAL)

266-271

The city is being leveled by the holocaust. Doomed people leap into the sea. Tidal waves CRUMBLE walls. Boulders are RENT from the mountainside and swept away. Then an AVALANCHE. Finally Woldercan is destroyed, in the vast hemorrhage of power,

The last VISION FLOATS AWAY. Then, from pitch dark, the LIGHTS ARE SLOWLY RAISED disclosing:

INT. SCHOOL LIBRARY - LONG SHOT - (NIGHT)

272

The citizens of Abalone have been miraculously transported from the circus tent to the school in town. The seating arrangement is similar to that of the circus. Everyone is stunned into silence. Seated at the dais are Mayor Sargent, other officials of the town and Stark with his henchmen. Dr. Lao is nowhere to be seen.

STARK - CLOSE SHOT

273

Profoundly moved by what he has seen. He looks over at:

ED - CLOSE SHOT

274

who returns the look. Both men have shared in the allegorical experience.

AT THE DAIS - GROUP SHOT

275

The Mayor rises uncertainly and walks to the rostrum.

MAYOR (quietly)

The time has come when we must decide whether to accept Mr. Stark's terms. Before the final vote is taken, however, I'd like to say...

(clears his throat)

...well, I'd simply like to say... let your conscience be your guide.

(then to Stark)

Mr. Stark, would a show of hands be satisfactory?

(Stark nods)

All right, then.

GROUP SHOT

276

Ed gets up and starts for the door. Angela and Tim Mitchell join him.

THE MAYOR - MED. SHOT

277

MAYOR

Those in favor of accepting Mr. Stark's proposal?

THE AUDIENCE - MAYOR'S P.O.V.

278

Not one hand goes up.

STARK - CLOSE SHOT

279

suddenly alert.

MAYOR'S VOICE

I said, those in favor of accepting Mr. Stark's proposal?

THE AUDIENCE - STARK'S P.O.V.

280

Still no show of hands. Ed, Angela and Tim turn, unable to believe what they see.

BACK TO MAYOR

281

MAYOR

Tho...those against?

282-283 OUT

DR. LAO AT THE ENTRANCE - FULL SHOT

284

Smoking a fresh, long cheroot, he drifts out of the shadows, smiling.

THE AUDIENCE - MAYOR'S P.O.V.

284X1

All hands go up.

AT THE DAIS - GROUP SHOT

284X2

The Mayor slowly turns. Stark is stunned. He gets up from the chair.

STARK AT THE ROSTRUM - MED. SHOT

285

Slowly the CAMERA MOVES IN CLOSE. His expression reveals something close to joy.

STARK

Citizens of Abalone...I have lost. But I want you to know, it's the kind of loss I've wished for...for a long time. So, I guess I've really won.

Carey and Lucas look shocked at the change in their boss.

285  
CONT'D  
(2)

STARK (continued)  
I thank you and I think we all  
owe a debt of gratitude to an  
old Chinese faker named Lao.

A BURST of SPONTANEOUS APPLAUSE.

AT THE ENTRANCE - FULL SHOT

286

Dr. Lao tips his hat, turns, opens the door and goes out. The door closes. Instantaneously it is blown open by a fierce GUST OF WIND. Mr. Ramsey walks over, takes one look and cries:

RAMSEY  
Dust storm!

LIBRARY - LONG SHOT

287

The spell is broken. The people get up and move en masse for the exit.

EXT. SCHOOL - LONG SHOT - (NIGHT)

288

The air is a skurl of dust now, a dark moving mass. The people fight their way through it.

ED AND ANGELA - FULL SHOT

289

almost obscured by the flying dust.

ED (shouting  
above the wind)  
Isn't this a beautiful night,  
Angela?

ANGELA (also shouting)  
Yes! It's beautiful!

They both LAUGH, happily, as they lean into the wind and move off arm in arm.

EXT. PRAIRIE - LONG SHOT

290

Ablaze with the phantoms of the dust storm, the WIND is SHRIEKING and HOWLING between the cacti. The tumbleweeds bounce crazily.

EXT. MAIN STREET - LONG SHOT

291

The WIND, like a soiled bed sheet, whips over the town. People flee in all directions from the RAGING STORM. Some board up their windows.

INT. BENEDICT HOME - MED. SHOT

292

Angela and Ed BURST in. They are gray spectres, coated with a thick powder of dust. Somehow this amuses them.

ED (looking  
out the window)  
It's getting worse.

ANGELA  
You'd better stay awhile, Ed.

ED (staring at  
her rapturous face)  
How do you feel?

ANGELA  
Wonderful! I woke up - and found  
out something.

ED (softly)  
Care to tell me, Angela?

ANGELA  
Just that...there's music in the  
world, and that I'm a liar. And,  
worse -- I'm in love.  
(she turns to him  
expectantly)

He embraces her. She clings avidly to him. They kiss, dust and all. In the b.g. Sarah enters the room unnoticed. She stops when she sees them in each other's arms and quietly returns to her bedroom.

CUT TO:

EXT. HARRY MARTINEZ' SALOON - FULL SHOT

293

Almost obscured by the flying dust. Two restless horses are hitched to the rail.

INT. HARRY MARTINEZ' SALOON - MED. SHOT

294

Carey and Lucas are seated at a table, getting garrulously drunk.

CAREY

'n I say he's a hypnotist.

LUCAS

Who?

CAREY

The Chinaman. Thass how I got it figured.

(a hiccup)

He hypp-notized everybody.

LUCAS

Dirty furriner.

CAREY (shouting)

More redeye, Harry... 'n make it fast!

LUCAS

What you s'pose happened to the Boss?

CAREY (belching)

He's turned yella; that's what! And I'm through with him! Hear me? Through!

Outside, the WIND HOWLS like a raped woman.

LUCAS

Y'know, Carey - I think we oughtta pay that pigtail a little visit.

CAREY

Yah. If we shake him up a li'l, you'll see how fast people'll come to their senses. Show 'em who's the boss.

They rise, unsteadily.

LUCAS

What about the storm?

CAREY

Who's afraid of a li'l bitty storm?

294  
CONT'D  
(2)

They stagger out into the violent night, just as the bartender returns holding two glasses of red-eye in his hands. He shrugs, then gulps the whiskey.

EXT. HARRY MARTINEZ' SALOON - FULL SHOT

295

Carey and Lucas weave to their horses. They mount unsteadily and ride off.

EXT. CIRCUS GROUNDS - LONG SHOT

296

Tumbleweeds race across the desert as Carey and Lucas gallop over the rise.

EXT. CIRCUS ENTRANCE - FULL SHOT

297

The horses rein up. Stark's henchmen climb off, drunkenly. Frightened, the horses gallop away. The men SHOUT over the HOWLING WIND.

LUCAS

Hey. How come that tent don't blow down?

CAREY

He's got it hypnotized, too.  
He's got everything hypnotized,  
'cept us.  
(a burp)  
Le's go.

They enter the tent.

INT. CIRCUS TENT - SERIES OF MOVING SHOTS

298-302

The boys trying to make their way through the labyrinth. They RIP and TEAR the rotted tent-cloth away. - They CLUMP like bull elephants through Merlin's magic equipment.- Carey picks up Appolonius' crystal ball and - SHATTERS Medusa's MIRROR to pieces with it. - They destroy everything in sight, generally raising hell.

LUCAS

Hey, pigtail! Where are ya?

298-302  
CONT'D  
(2)

Carey draws his gun and FIRES into the air.

CAREY

Come on out, pigtail!

LAUGHING, ROARING, they stagger out of the enclosure.

THE CORRIDOR - FULL SHOT

303

Coming from the b.g., they stop at the fish bowl containing the catfish. Lucas peeks at it and grins.

LUCAS

Hey, Carey! Looky here! It's  
our friend!

Carey joins him as in the b.g. a flap opens and Mike's head appears.

## CLOSE ON MIKE

304

He takes a surreptitious look.

## BACK TO SCENE

305

Carey and Lucas are having royal fun now. The little creature glares at them with eyes of hate. Carey takes shaky aim with his pistol and FIRES. The glass case SHATTERS. He FIRES, AGAIN and AGAIN. The fish falls, wriggling, to the floor of the tent. Lucas walks over and prepares to step on it.

## THE "CATFISH"- MED. SHOT - (ANIMATION)

306

Suddenly there is a WRENCHING SOUND...and the creature doubles its size.

## THE CORRIDOR - FULL SHOT - (ANIMATION AND OPTICAL)

307

LUCAS

C'mon, finish him off.



Carey is a bit frightened now. Then Lucas aims and FIRES. The bullet has no effect. The creature doubles its size again. First it was like a puppy. Now it is like a pony...and growing.

307  
CONT'D  
(2)

(SIZE - NEXT TO LAST)

BACK TO MIKE - CLOSE SHOT

308

His eyes widen with alarm. He gulps, then his head disappears.

EXT. DR. LAO'S WAGON - FULL SHOT - (NIGHT)

309

Pushing his bicycle through the RAGING STORM, Mike makes his way to the door and HAMMERS on it with his fist.. A coyote HOWLS nearby.

MIKE

Doctor Lao! Open up! Doctor Lao!  
Hurry!

The door opens. Dr. Lao stands blinking, his nightshirt flapping in the WIND.

MIKE (breathless)

Doctor Lao, it's Mr. Stark's men...  
they're wrecking your circus!  
They just let your pet out!

DR. LAO (excited)

The Sea Serpent? Out of its tank?  
(Mike nods)

Hey, Lube! Hey, Lube!

(Dr. Lao shrieks the time-honored trouble signal)

Hey, Lube!

(to Mike)

You stay here.

He withdraws.

INT. DR. LAO'S WAGON - MOVING SHOT

310

Dr. Lao rushes to a trunk, opens it and hurriedly starts emptying it with both hands. He takes out all kinds of odd objects: a skull, a crown, a strange bottle, an abacus, etc. At last he finds what he is looking for. It is a curious little machine, full of switches and light-bulbs and dials and jewels. He stuffs it under one arm,

puts on his hat, shoves an unlighted cigar butt in his mouth and goes chasing out of the wagon.

310  
CONT'D  
(2)

CUT TO:

INT. CIRCUS TENT - TWO SHOT

311

Carey and Lucas are paralyzed with fright, as they look upward to:

THE SEA SERPENT - THEIR POV - (ANIMATION)

312

As big as an elephant now, looming over them. It switches its tail a few times, then lowers its ugly head.

INT. CIRCUS TENT - FULL SHOT - (ANIMATION & OPTICAL)

313

All the canvas partitions are torn down. Only sides of the tent are intact.

*GO TO FULL SIZE - THEN PICKS UP*  
The Sea Serpent does not react to the bullets *CAREY* being pumped at it. Implacably it SNAPS its stiletto teeth, then takes Carey into its mouth. It lifts the hapless, SCREAMING man into the air, shakes him a few times. *CAREY LOSES GUN -*

CLOSE ON LUCAS - MOVING SHOT

314

With a SHRIEK, he drops his gun and bolts out of the tent.

BACK TO THE SEA SERPENT - (ANIMATION)

*FULL SIZE ALREADY*  
With the WRENCHING SOUND it (doubles its size) again, BURSTING through the top of the tent. Then, with a shake of its head, it throws Carey outside.

*INSERT 315X-1*

EXT. CIRCUS TENT - LONG SHOT - (NIGHT) - (ANIMATION & OPTICAL)

316

Dr. Lao and Mike stop, awed, as Carey falls to the

ground. Lucas runs from the tent, pursued by the now immense Sea Serpent who TEARS the remaining canvas to shreds. The WIND HOWLS. Tumbleweeds whirl erratically. Carey gets up and follows Lucas.

316  
CONT'D  
(2)

TWO SHOT

317

Dr. Lao's eyes roll fearfully. He turns and runs after the Monster.

MIKE  
Be careful!

CAREY AND LUCAS - MOVING SHOT

318

They run madly, trying to escape.

EXT. DESERT - LONG SHOT - (ANIMATION & OPTICAL)

319

The Monster is now as tall as a building. Its red eyes flash evilly as it catches up with the hapless Lucas.

BACK TO CAREY AND LUCAS

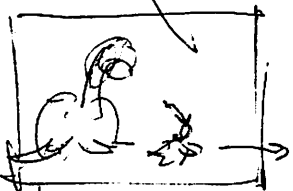
320

Lucas trips on a clump of weeds. Carey stumbles over him and they both fall, sprawling. Lucas is the first to look up and SCREAM.

THE MONSTER - LUCAS' POV - (ANIMATION)

321

It seems to grow another head, then another - four, five, six -- finally it turns into a seven-headed monster. And in the henchmen's imagination, the heads, weird as they are, resemble Merlin, Appolonius, Pan, Medusa and other circus characters. All heads are lowering, GROWLING at the prey.

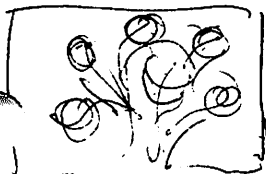


319 LUCAS TRIPS & FALLS.

DR. LAO - MOVING SHOT

322

With the unlighted cigar butt in his mouth he is running as fast as his nightshirt will allow.



321 POV

FULL MINATURE USE DUST OVERLAY.

TWO SHOT

323

Carey and Lucas, trying to rise, SHRIEK in fear.

SA 5:321

HEADS OF MONSTER - THEIR POV - (ANIMATION)

324

All heads are SHOUTING into the stormy night.

DISTORTED VOICES (Sonovox)

Out! - Get out of town! - Get  
out! - Go!

BACK TO TWO SHOT

325

Carey and Lucas amble to their feet and stagger away.

EXT. DESERT - FULL SHOT - (ANIMATION &amp; OPTICAL)

326

As the henchmen run away and disappear in the distance, the six heads of the monster that resemble the circus characters withdraw, leaving only its original head. Dr. Lao runs up near the creature and stoops down.

MIKE

Doctor Lao! Look out! He's  
gonna eat you!

DR. LAO - MED. SHOT

327

The WIND whips about as he hurriedly sets the machine down, plays out a long fuse and snaps his fingers. A flame appears between his fingertips, but it is blown out instantly by the wind. He snaps his fingers again, again the fire is blown out.

THE MONSTER - CLOSE SHOT - (ANIMATION)

328

Noticing his old, implacable enemy. Its red eyes flash like torches as it advances on Dr. Lao, licking its lips.

DR. LAO - CLOSE SHOT - (ANIMATION & OPTICAL) 329

He is finally able to shield the flame long enough to relight his cigar. Then with it he tries desperately to ignite the fuse. The CAMERA ZOOMS BACK then a serpentine tongue suddenly wraps about his mid-section and he is lifted off the ground.

Mike leaps off his bike, and with a flying tackle tries in vain to help his friend.

THE MONSTER - MED. SHOT - (ANIMATION) 330

Squeezed by the tongue of the ogre, Dr. Lao is near the claw of the Sea Serpent. Its eyes survey the tasty morsel lovingly. The struggling Dr. Lao loses his burning cheroot.

MIKE - MED. SHOT 331

The cigar falls nearby. Followed by the CAMERA, Mike runs to it, takes it to the machine, and lights the fuse. Then he plugs his ears.

INSERT: THE MACHINE 332

Gilt lettering on it reads: "Rainmaking Machine.  
Made by Dr. Lao - U.S. Pat. Pend." The fuse burns down quickly. A fountain of light SHOOTs straight up.

THE MONSTER - MED. SHOT - (ANIMATION & OPTICAL) 333

Dr. Lao is about drawn into the cavernous mouth to be consumed as the colored fire from the machine passes them on its way toward the dark heavens. The Monster's eyes follow its progress.

CLOUDY SKY - (STOCK) 334

RENT by the fiery sword, the black clouds BURST, ablaze with LIGHTNING. THUNDER follows. Then a downpour of RAIN.

CLOSE ON MIKE

335

His eyes about to pop from his head.

THE MONSTER - MED. SHOT - (ANIMATION)

336

The creature shudders from the sudden RAIN and drops Dr. Lao from its jaws.

DR. LAO - FULL SHOT

337

Loses his hat as he tumbles to the ground. Mike hurries to him and helps him to his feet. The soaking-wet Dr. Lao examines himself for broken bones. The WIND SUBSIDES.

THE SEA SERPENT - LONG SHOT - (ANIMATION &amp; OPTICAL)

338

It begins to shrink in the pouring RAIN, from elephant size, to pony size, to puppy size. Mike watches this in amazement while Dr. Lao nonchalantly gathers his rainmaking machine and places it under one arm. He then carefully retrieves his hat which had landed upside down and is now half full of rain water.

DR. LAO - MED. SHOT

339

He picks up the angry, wriggling little creature and PLOPS it into his water filled hat.

DR. LAO

Well, that's show biz.

With that he jigs off in the RAIN. Mike grabs his bike and heads after him.

FADE OUT:

FADE IN:

EXT. DESERT - LONG SHOT - (TIME LAPSE) - (NIGHT)

340

The rain clouds are gone now. The sky is studded with stars which slowly fade as, over the ragged mountains, the sun rises, spreading a crimson wash. The shadows are long at first, then gradually shorten.

It is MORNING. A car and a buckboard, followed by a bicycle, tear down the dusty road, to the spot where Carey and Lucas were last seen. There they stop.

340  
CONT'D  
(2)

GROUP SHOT

341

While Ed Cunningham, Angela Benedict and Tim Mitchell get out of the buckboard, Clint Stark, the Sheriff, Mayor Sargent, and other familiar figures emerge from the Mayor's Ford. Then Mike Benedict jumps off his bike and runs to the spot.

MIKE

It happened right here. Honest!  
You never saw anything so big!  
It was bigger'n a building!  
Honest!

Stark notices something and goes to fetch it. Ed and Angela exchange a look.

ANGELA

Mike, I want you to tell the truth.

MIKE

Honest, Mom. I saw it with my own eyes. He chased them out of town and he was gonna eat up Doctor Lao, but I lit the machine and it exploded, then it began to rain, and...

Holding Lucas' hat, Stark returns.

STARK (interrupting)

This belongs to Lucas. I recognize it.

MIKE

Y'see -- y'see!

MAYOR (to Sheriff)

Maybe we'd better go have a talk with that Doctor.

MIKE

Now you believe me? Doncha?

MAYOR  
I believe somethin' mighty  
fishy's been goin' on the past  
couple days. I believe that.

341  
CONT'D  
(2)

They walk up the rise and look at:

342-343 OUT

EXT. CIRCUS GROUNDS - LONG SHOT - THEIR POV

344

Deserted, as though no circus tent had ever been  
there, as though no wonders had been shown from  
this barren patch of dust.

TWO SHOT

345

From Ed and Angela the CAMERA PANS across surprised  
faces, finally coming to REST on Mike. He peers off  
in another direction.

MIKE  
There they are!

PRAIRIE - LONG SHOT - MIKE'S POV (ANIMATION SUPER-  
IMPOSED)

346

There is a cloud of dust that might hide circus  
wagons from view.

BACK TO MIKE - MOVING SHOT

347

He waves frantically.

MIKE  
Doctor Lao! Doctor Lao!

His eyes are rimmed with tears. Suddenly, before  
anyone can stop him, he bounds down the rise, half-  
running, half-sliding, jumps on his bicycle and  
rides off after the whirl of dust.

ED AND ANGELA - MED. SHOT

348

ANGELA  
Mike, come back.

She starts after Mike, Ed close behind.



CLOSE ON MIKE - MOVING SHOT

349

He is pedaling vigorously.

MIKE (shouting)  
Wait for me! Doctor Lao! Wait  
for me!

RISE - FULL SHOT

350

The people on the crest stand very still, staring off. Angela and Ed stop at the foot of the rise in the f.g.

CLOSE ON ANGELA

351

Pan's haunting SYRINX sneaks in, but only Angela seems to hear it. She looks at:

ED - CLOSE SHOT

352

He returns her smile.

MIKE - FULL SHOT

353

Breathless, he thrusts his bike aside and runs into the cloud of dust.

MIKE  
Doctor Lao! I want to go with  
you! Please, Doctor Lao!

The dust shreds and blows away. There is a sudden stillness. Mike looks off.

PRAIRIE - LONG SHOT - MIKE'S POV

354

Empty, as only a prairie can be: a flat gray table of emptiness. No sign of Dr. Lao's circus anywhere.

CLOSE ON MIKE

355

He blinks.

MIKE (softly)  
Doctor Lao...

355  
CONT'D  
(2)

Then he looks down.

INSERT: THE GROUND - MED. SHOT - MIKE'S POV

356

Hoof prints in the dust. The CAMERA ZOOMS DOWN beside them to discover the three golden balls used by Merlin. Mike's hands pick them up.

BACK TO MIKE

357

He starts to juggle. The balls stay aloft!

GROUP SHOT

358

Stark, the Mayor and the others join Ed and Angela in the f.g. All are smiling. Suddenly the town mutt runs by them, BARKING.

ANGELA  
I wonder where he came from.

ED  
Or where he's going.

STARK  
Or if he was ever here at all...

MIKE - CLOSE SHOT

359

He juggles faster and faster without making a mistake. As the CAMERA DRAWS BACK, slowly, Dr. Lao's wisdom filters in:

DR. LAO'S VOICE  
Mike...the whole world is a circus if you look at it the right way. Every time you pick up a handful of dust and see not the dust but a mystery, a marvel, there in your hand...every time you stop and think, 'I'm alive, and being alive is fantastic'...every time such a thing happens, Mike, you are a part of the Circus of Doctor Lao.

The CAMERA STOPS to include the full figure of Mike juggling. Thunder, the town mutt, sits at his feet looking at the master he has chosen. Ed, Angela and the rest watch from the b.g.

359  
CONT'D  
(2)

MIKE (in tearful joy)  
I can do it! You see, Doctor  
Lao, I can do it! Look, Doctor  
Lao! Watch me! I can do it!

PRAIRIE - LONG SHOT - MIKE'S POV

360

The MUSIC plays the THEME of DR. LAO. The thinning dust permits the faintest glimpse of Dr. Lao riding away on his bright yellow mule. He smiles and waves back to Mike, then disappears forever.

The desert ECHOES the happy cries of one boy who believed.

FADE OUT:

THE END